



COSMOS
Meeting of the Board of Directors
2 October 2001

Pacific Earthquake Engineering Research Center
Richmond, California

President Bruce Bolt called the meeting to order at 2:10 PM. The meeting agenda is attached. Vice President James Davis, Secretary William Savage, Treasurer Maury Power, and Directors Robert Ballard, Wilfred Iwan, and Jerry Wright were present. Directors Norman Abrahamson, John Anderson, and Farzad Naiem were absent. Executive Director Carl Stepp and Office Manager Claire Johnson were present.

Minutes from Last Meeting

The minutes of the previous Board Meeting on 8 February 2001 were reviewed. Director Iwan moved that the minutes be approved, and Vice President Davis seconded. The motion passed unanimously.

Election of Officers

Vice President Davis nominated President Bolt for another term, and Treasurer Power seconded the motion. President Bolt was reelected unanimously. President Bolt noted that he planned for this two-year term to be his last. He suggested that there were advantages for the president to be a member of the academic community, regarding serving as a PI and using other resources of the university.

Director Iwan moved that the slate of the current officers be nominated. Director Ballard seconded the nomination of the slate, and the motion passed unanimously, thus electing the slate.

President Bolt noted that Core Members of the Board will be Secretary Savage for the U.S. Geological Survey, Vice President Davis for California Division of Mines and Geology, Director Ballard for the Corps of Engineers, and Director Wright for the Bureau of Reclamation. He also noted the election during the General Membership Meeting of Directors Abrahamson and Anderson.

Vice President Davis moved to continue the term of Executive Director Stepp for another term. Treasurer Power seconded, and he was unanimously selected.

The Charter calls for rotation of the chairmanship of the Strong-Motion Programs Board; however,

President Bolt suggested that the Core Members of the Board may waive the right for their representatives on the SMPB to rotate into the position. The four Core Members agreed to waive their right for this term. Secretary Savage moved that Chairman Shakal serve another term with the Strong-Motions Programs Board. Director Ballard seconded, and the motion passed unanimously. The Board acknowledged that Chairman Shakal has been a hard-working and insightful chairman, and highly valued his continuing in the position.

Executive Director Stepp noted that he felt that some time has been needed as COSMOS began functioning for the Bylaws and Charter to “marry.” Thus he had not taken steps so far to recommend changes to bring the documents into full alignment. He indicated that now the Board and others had enough experience with the operation of COSMOS to proceed to make the documents more harmonious. Director Iwan noted that there are some serious issues to be addressed, such as different categories of membership. Director Iwan agreed to help with the process.

President Bolt noted the successful role that Allin Cornell filled as the chairman of the last SAC meeting. Director Iwan pointed out that the SAC and other committees need more representatives from the structural engineers, such as Chris Poland, Bill Holmes, Craig Comartin, Chris Rojahn, or Jon Heintz. Director Iwan moved to direct President Bolt to contact potential structural engineers to invite them to join the SAC, in the order of Bill Holmes, Jon Heintz, and Chris Rojahn. Secretary Savage seconded the motion, and it passed unanimously. Secretary Savage moved to appoint Allin Cornell as the Chairman of the Senior Advisory Council. Vice President Davis seconded the motion, and it passed unanimously.

In discussion, President Bolt and Vice President Davis were credited with successful work in support of COSMOS, and they credit COSMOS and its supporters for success in strengthening the strong motion community and helping to address its needs.

Other Business

President Bolt opened the meeting to discussion of other matters.

Secretary Savage noted the good discussion of membership growth during the General Meeting. His view is that major growth of the membership is needed to support the advocacy role of COSMOS. Ideas discussed were targeted letters (reminders) to individuals (with follow-up), partnering memberships with other organizations (e.g., EERI, ASCE), soliciting users of the COSMOS VDC, and focusing on more corporate members. Members of COSMOS committees should certainly be members of COSMOS. Several Board members noted their preference for getting more corporate members. Executive Director Stepp suggested that \$1000 for corporate members may be a barrier; it might work better to have \$250 corporate memberships. It is critical to get more practicing engineers involved. Several anecdotes illustrated both the difficulty and the ease in getting \$1000 corporate memberships. Some organizations could pay more, such as Caltrans. President Bolt did not want to allow an out to the larger organizations that clearly use strong-motion data. Several anecdotes noted both the difficulty and success in using personal contacts to “sell” memberships. President Bolt noted that the Charter is rather turgid regarding membership categories, while the Bylaws have a single class of voting members. He hopes that the Bylaws Committee can simplify this, and include the category of patrons (affiliate members without a vote). Secretary Savage suggested having opportunities for members of ASCE,

EERI, and others to check a box on their membership in those organizations to be designated a patron of COSMOS. Voting and dues are the essential measures of membership. Claire Johnson pointed out that the Newsletter mailing list is large, but recipients do not become members. Director Iwan suggested that many organizations like to display plaques or other certificate to be posted in the entryway. President Bolt said that the list of potential corporate members (such as EQE) should be reviewed in the coming months, and other actions should be undertaken.

President Bolt asked for volunteers to be on a membership committee. Secretary Savage volunteered, and expressed interest in exploring the patron/advisory member/supporter concept. Treasurer Power also volunteered, and President Bolt said he would contact Director Anderson and ask him to participate. Director Ballard suggested using banner ads on the VDC to solicit members. It was thought not appropriate to contact organizations like EERI or ASCE to ask their help in obtaining members, since it would likely be viewed as reducing their potential dues income.

Director Iwan suggested using overhead on projects as a source of funds. He emphasized the need to engage potential members' self-interest. Getting USGS support for the VDC could be an avenue for getting support for COSMOS. Director Iwan suggested looking elsewhere for potential funders to address meeting their needs; COSMOS needs to provide value to its supporters.

The need to avoid infringing on the EERI meeting with future COSMOS Board meetings should be addressed. It is important not to offend EERI or take people away from EERI activities. Secretary Savage suggested meeting on the day of registration, in advance of the evening mixer.

Treasurer Power circulated a letter proposal received from American Express Financial and Business Services. This letter was motivated by the need to keep records and follow procedures necessary and expected for a non-profit organization, including establishing overhead rates. The necessary expertise does not exist within COSMOS. President Bolt had approved the search for a satisfactory solution, namely finding an accounting firm that could oversee COSMOS personnel and provide necessary services. After reviewing several groups, the one that Executive Director Stepp, Treasurer Power, and Office Secretary Johnson liked was the American Express group that provided the proposal. They also do the oversight for ATC. They could set up an internet-based accounting system for which Office Secretary Johnson could do input. It was expected that it would take about one day (\$1,000) to set the system up, with review at a cost of about \$60 per month. This appears to be an economical and practical solution. The firm contains CPAs. The firm also noted that COSMOS could be in the wrong non-profit classification

Although no audit is required for COSMOS, Vice President Davis noted that it would be a good idea to have the assurance that an audit of the accounts would be satisfactory. He illustrated this with his experience with WSSPC. It may be possible for the accounting firm to establish practices that would make an audit relatively simple. Executive Director Stepp noted that they were told that an audit is performed according to standard accounting rules, and that it involves a substantial amount of effort even for a small organization, with a minimum cost of about \$5,000. The process of having an audit should be explored, when there is an established accounting system. President Bolt noted that a partial audit could be done, in which potential problems could be spotted. Director Iwan suggested talking to several other firms. Treasurer Power reported that they had talked to one other smaller firm, who had a different view of COSMOS's needs and recommended using a bookkeeper.

There was discussion of the proper classification of the COSMOS, involving the IRS and others organizations. The American Express Services group suggested that COSMOS talk to a qualified attorney to address this matter.

Vice President Davis moved to authorize the Treasurer to evaluate alternative accounting firms in concert with the Executive Director and staff and to select one under a year contract suitable for COSMOS's needs for bookkeeping and accounting services. Director Iwan seconded the motion, and it passed unanimously.

Action Plan

Executive Director Stepp led this discussion.

A Membership Committee has already been set up.

The Virtual Data Center Working Group can be set up by the SMPB, with no action needed by the Board.

Funding for processing data is being investigated by Executive Director Stepp, and does not require action by the Board.

The contract with UCSB for the mirror VDC site at the USGS needs discussion. COSMOS has funding for this from the USGS in the amount of \$20,000. UCSB charges 40% overhead, so much of the money would not go to building the site. One suggestion would be to provide the funding as a gift, with has only a 5% overhead. The problem is that there is no contractual control. Director Iwan suggested that a policy could be established on what overhead COSMOS will pay, such as 15% (CUREe is an example). Such a policy needs to be presented as a public good, which could allow the policy to be accepted by academic institutions. The CUREe policy statement could be reviewed as an example. Director Iwan moved to authorize the executive committee of the Board to set this policy and notify the remainder of the Board. Director Ballard seconded the motion, and it was approved unanimously.

Office Secretary Johnson raised the question of whether COSMOS wanted to continue using the current logo, use the map instead, or find another alternative. It would be less expensive to use a logo that could be printed using two colors. President Bolt asked Office Secretary Johnson to research this matter, considering two or three color versions.

The next meeting of the Board of Directors will be held at the EERI Annual Meeting in Long Beach.

The meeting was adjourned at 3:40 PM.