

COSMOS

Consortium of Organizations for Strong-Motion Observation Systems

BOARD MEETING

AGENDA

12 November 2004

12:20 – 1:30 PM

Westin Hotel, Burlingame, California

Board members present: Bruce Bolt, James Davis, Bill Iwan, Farzad Naeim, Robert Nigbor, Maury Power, Michael Reichle, and Jerry Wright

Others present: Claire Johnson, Robert Bachman, and Carl Stepp

1. President Davis called the meeting to order at 12:57 PM and welcomed the Board of Directors.

2. Minutes from the February 2003 Board meeting were approved.

3. Executive Director. Update and Response to Questions

Carl Stepp saw no need to repeat his remarks from the General Meeting of this morning and asked if the Board had any questions. There were none.

Bolt moved, and Iwan seconded, that COSMOS reports should be distributed at no cost to members, but that there should be a charge for members. Approved unanimously. Discussion of the charges and whether there should be a markup was deferred to the February meeting.

President Davis pointed out that there is an issue on where to meet for the February Board of Directors meeting. EERI will meet in Mexico. This may be difficult for many Board members. The issue was not resolved.

Carl Stepp stated to the board that a year ago he had announced he wanted to step down from the position of Executive Director. Carl has committed COSMOS to outside funded activities, and he will continue to manage those grants in any transition period. Power asked if Stepp will continue to develop new activities? Stepp is open to it, but his goal is to respect age and step back from some of the activities. Bolt asked if he is willing to stay on with his present title? Stepp stated that he believes that would not be good for the health of the organization if he were to remain Executive Director. He may be willing to continue with a revised title, but his resignation as Executive Director is effective today.

President Davis noted that the issue has been described to the Board. He suggested that the Board examine options for a new title for Stepp.

4. Treasurer: Update and Responses to Questions. Maurice Power.

Power noted that the report given during the General meeting was not complete. He will be able to give a more complete analysis at the end of the year. Our balance at the end of October was about \$124K. It is now near \$160K. Until January 1, it is hard to predict where we will be.

Davis noted that COSMOS needs cash in hand, since grants require prior expenditure, after which we are able to submit the expenses for reimbursements. He complimented Power for being thorough and for serving without requesting any salary. He stated that we should have a goal of a reduced burden for the treasurer.

Stepp addressed the issue of overhead. Currently, it is calculated based on his prior experience of what NSF will support for similar organizations. NSF has not questioned this rate yet, but at some time we should expect that they will audit us establish a more firmly-based rate. At 13%, we are a good deal for NSF, in terms of being able to run workshops very economically.

Bolt commented that it is time to develop a more rigorous plan to project our finances into the future. In the future, our overhead costs will need to pay some of the Secretary (Claire Johnson) salary, as the University of California is facing a tight budget and may have to withdraw some support. He stated the need for a small committee to look into financial projections, and to give the Board a report at the February 2005 meeting.

Bolt moved, Iwan seconded, that we organize a committee to look into financial projections, and to give the Board a report at the February, 2005 meeting. Power will chair this committee. The motion carried unanimously.

Iwan proposed that COSMOS should go further, and get a professional audit. NSF hasn't questioned COSMOS yet, but he stated that CUREE was smaller than this when NSF audited them. Bolt suggested that the cost may be around \$10,000.

Iwan moved that this should be part of the charge for the financial projection committee to explore. Second by Naeim. Unanimous approval.

Johnson suggested that the cost of an audit might be closer to \$5,000. The audit has to be independent.

Bolt commented that auditors look at the information that is given to them. In the course of the audit, we need to be sure to ask how we can be sure we do things properly, to be sure that everything we do would stand up to a legal challenge. Davis recommended that we ask the auditor how often we need to have an audit.

Reichle raised a question on the budget. Core members dues are listed as \$27,300 on the Profit and Loss Statement, but as \$55,219 on the Membership 2004 Roster. Claire Johnson explained that the dues from CGS comes through University of California, not through the bank. An auditor could help show better how to represent this.

5. President: BOD Discussion and Actions. President Davis.

President Davis raised the issue of transferring responsibilities of the Executive Director position to new position, Director of Engineering Applications and Coordination and filling of that position by Robert Bachman. Material was distributed to the Board just before the meeting. President Davis apologized for the short notice. He proposed that COSMOS create two new job titles. One would be *Director of Engineering Applications and Coordination*. He further proposed that Carl Stepp be given the title *Director for Special Funded Projects and Grants*. In this position he would continue to play a role key to COSMOS goals. COSMOS would transition away from the use of the term Executive Director.

Naeim was concerned that Executive Director is a title everyone knows. People can't relate to Director of Engineering Applications and Coordination. Why change the title? Davis explained that Bob Bachman is willing to take this role for COSMOS, but that he is more comfortable with the alternative title.

Bachman introduced himself. He is a structural engineer, and retired from the company but still consulting for the last 4.5 years. He has played a significant role in development of seismic codes for the US. When approached, the concept was that he would be Executive Director. He feels uncomfortable with title, since it could give his clients and colleagues the perception that he has changed directions in his career. He would not want advocating ground motion monitoring to be seen as his primary activity. To become Executive Director, he believes would give the impression that he has changed direction.

Naeim was concerned from the legal standpoint. The Executive Director position is well established by legal precedent. He considered that COSMOS can't just drop it. Have to have one. He asked if Stepp is willing to keep title with limited functions?

Stepp also sees that the Executive Director has a certain scope of responsibilities. He doesn't want to have those responsibilities.

Bolt referred to the COSMOS bylaws and charter. The Charter doesn't require an executive director. He commented that Bachmann's interest in strong motion is so well known that he would make excellent executive director. This position is also Chief executive of board. Bolt urges him to take on the title also, as a great contribution. He considered that this would bring great strengths and interests to COSMOS.

Bachman responded that he is very conscious of how he is viewed. He said that the proposal before the board was the result of hard negotiations. He would have to take this idea home and think about it.

Johnson commented that the organization is currently weighted towards having more seismologists than engineers. This would signal to the engineering world that engineers are welcome.

Davis recognized that for the Board, the remaining time was limited. He proposed that to move forward, the Board leave negotiation of the title as something to be dealt with later. Naeim restated that he was not comfortable with not having the title of Executive Director.

Bolt moved we regretfully accept the resignation of Carl Stepp, and that we offer the position of Executive Director to Robert Bachmann. Naeim seconded.

Bachman stated that he is open to listen. Funding level. Part time means different things to different people. Less than half time.

Naeim stated that this motion this gives everyone time to consider what to do.

Power thought that it would be hard to redefine the position. Someone has to be in charge.

Davis expressed the expectation that a common ground can be found.

Bachman will consider the Board's discussion.

The motion received unanimous approval.

No action was taken on the other position.

Nomination of Robert Nigbor to Chair of the Senior Advisory Council

Iwan moved, Naeim seconded that Robert Nigbor be elected to be head of the Senior Advisory Council. Unanimous approval.

President Davis thanked Farzad Naeim for his service as former chair of the Senior Advisory Council.

6. Plans for Further Consideration of Issues

As recognized above, the time, location, and agenda for the February 2005 COSMOS Board Meeting were not addressed. These will be discussed by email.

The meeting was adjourned at 1:54 PM.

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AGENDA

12 November 2004

12:20 – 1:30 PM

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|---|----------------|
| 1. Welcome to Board Members | 12:30 PM |
| 2. Review of Minutes | 12:30-12:35 PM |
| 3. Executive Director:
Update and Response to Questions | 12:35-12:45 PM |
| 4. Treasurer:
Update and Responses to Questions | 12:45-12:50 PM |
| 5. President: BOD Discussion and Actions | 12:50-1:20 PM |
| <ul style="list-style-type: none">• Update on Current Activities;• Discussion and Action to transfer responsibilities of the Executive Director position to new position, Director of Engineering Applications and Coordination and filling of position by Robert Bachman; and• Nomination of Robert Nigbor to Chair of the Senior Advisory Council | |
| 6. Plans for Further Consideration of Issues | 1:20- 1:30 PM |
| <ul style="list-style-type: none">• Including time, location and items for the February 2005 COSMOS Board Meeting | |
| 7. Adjourn | 1:30 PM |