

**SUSTAINABLE REMEDIATION FORUM
BOARD OF TRUSTEES MEETING SUMMARY**

March 26, 2010

Agenda:

- SURF 13 – Planning team update
- Approve previous meeting minutes (3/12/10)
- Additions to agenda – Regulatory conflict of interest concerns
- Contracting with Kathy Adams and Mike Rominger
- Staggering Trustee terms
- Potential indemnification/insurance requirements
- Committee Reports
 - Membership
 - Meetings
 - Communications/Outreach
 - Budget request
 - Finance
 - Technical Initiatives
 - Nominations
- Other business

Attendees:

David Ellis, President	✓	Carol Baker	✓
Paul Favara, Vice President	✓	Stephanie Fiorenza	
Maile Smith, Secretary	✓	Dick Raymond	✓
Brandt Butler, Treasurer	✓	Dan Watts	✓
Mike Rominger (non-voting attendee)	✓	Dave Woodward	✓
Bill Hyatt (non-voting attendee)	✓		

Meeting (teleconference) called to order, approximately 10:03 am PDT / 1:03 pm EDT.

Quorum confirmed.

Voting Items:

1. Rescind the proposed \$75 remote attendance fee for SURF 13
 - a. Maile – motion to rescind the remote attendance fee for SURF 13
 - b. Carol – motion seconded
 - Aye – 8
 - Nay – 0
2. Approve previous meeting minutes (3/12/10)
 - a. Paul – motion to approve previous meeting minutes
 - b. Dan – motion seconded
 - Aye – 7
 - Nay – 1
3. Approve moving forward with the purchase D&O and general liability insurance policies (\$750 for D&O and \$1,150 for general liability; NTE \$2,000).
 - a. Dick – motion to execute policies described above
 - b. Maile – motion seconded
 - Aye – 8

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- Nay – 0
4. Fund the purchase of lapel pins (\$730) to be provided to members at the SURF table at Battelle and other future outreach efforts
 - a. Maile – motion to approve the budget request described above
 - b. Dick – motion seconded
 - Aye – 8
 - Nay – 0

Business Discussed:

1. **Regulator Conflict of Interest Concerns** – Bill Hyatt updated the trustees on K&L Gates efforts to research and outline regulatory conflict of interest and ethics issues. In general, it appears that disclaimers that have been used in the past (e.g., individuals attending SURF meetings and working on SURF initiatives are representing themselves and not their organizations) are adequate. K&L Gates will prepare a memo for Board review within a week or so that will summarize ethical/conflict issues and that regulators can take back to their organizations for consideration. (Bill dropped off the call after this discussion.)
2. **SURF 13 Planning Team Update** – The meeting planning team met as recently as 3/24/10. The team agrees that SURF 13 will be focused on getting committees and initiatives up and running, and they are encouraging advance preparation work by the committee and initiatives so that a lot can be completed/resolved at the meeting. SURF 13 will be a business/working meeting; very few presentations will be provided. There will be an academic outreach panel discussion, and an update on the SURF UK framework by Nicola Harries. Other presenters have been asked to kindly wait for the next meeting. Meeting team thinks that a remote fee should be waived for SURF 13 because it is primarily a working meeting and they don't want any barriers to attendance. Invited guests will not pay any fees. Refreshments will be the responsibility of each attendee. Only fees that we might incur outside of meeting facilitation and support are the individual teleconference fees for the committee/initiative breakout groups. Teleconference numbers should be distributed to the entire attendee list so that attendees can select which working group to attend. Dave W. would like the Board to consider meeting fees in general during a future Board meeting (e.g., should the first meeting be free, are invited attendees always free, what should remote attendee pay, should students be free, etc.). Maile asked for clarification on whether or not SURF 13 would be postponed, per Mike's Monday email. Mike clarified that the meeting planning team resolved on Wednesday that SURF 13 would proceed as planned. The meeting planning team has no objection to formally announcing the meeting and launching the registration form today. Brandt asked how we should treat sponsors that have a "check in the mail", i.e., should we trust that they will pay their pledged sponsorship and extend the applicable benefits or should we ask them to pay the membership dues and meeting registration fees and credit them later? Dave W., Carol, and Maile think we can trust those companies and individuals; there is general consensus on this. Maile will add a sponsorship code area to the SURF 13 meeting registration form.
3. **Contracting with Kathy Adams and Mike Rominger** – Dave E. has asked Jessica Cornett of K&L Gates to draft contracts for Mike and Kathy. Stephanie had emailed the Board her concern that we should be in a more financially stable position before executing the contracts and wondered if we could wait to execute the contracts until after SURF 13. Dave W. mentioned that Steve Murowski was concerned that SURF 13 would have low attendance, but Dave W. doesn't think that is going to be the case. However, if we don't break even at SURF 13, then we need to make up for that shortfall at the next meeting. Dave E. notes that we'll need to report out our finance management at the meeting. The general consensus is that as long as the contract is explicit that the work under these contracts is conducted at the request of the Board, then we should move forward as decided during the 3/12/10 Board meeting.
4. **Staggering Trustee Terms** – Dave E. had emailed an outline of the issue to the Board earlier this week. In response, Stephanie had emailed the Board that she thinks this issue is not on a critical path. Dave E. suggests

that we table this topic for a few months so as to not distract from our priorities. Brandt and Dan suggest that we provide an update at SURF 13 that this topic is under Board consideration, but not take too much time or immediate feedback at the meeting. This way the topic won't be a surprise when it comes up in the future.

5. **Indemnification/Insurance Requirements** – Dick had a recent phone call with the insurance broker; the broker is in the process of writing a summary letter that will hopefully be available for distribution later today. A Directors and Officers (D&O) policy is lined up (premium ~\$750 annually). General liability policy has been difficult to locate at a reasonable cost (e.g., \$1,000 annually). Many brokers are quoting closer to \$10,000. However, Dick has located a policy that is \$750 annually plus \$100 per meeting within the annual period, plus any applicable taxes. Paul asks if it is typical that organizations like ours have such coverage; Dave E. and Dan both answer that it is typical, and that many meeting facilities require it. The broker recommends that we have the policy executed prior to SURF 13. Brandt notes that we have \$5,300 in the bank, so we are financially capable of proceeding with the purchase of the insurance policy. We also have about seven pending corporate sponsors (estimating \$36,000 of additional income).
6. **Committee Reports:**
 - a. **Membership** – Maile emailed the current membership roster to the Trustees prior to the call. The committee will be working on a formal application process that will be enacted after the initial 90-day window and a membership benefit statement. Dan mentions that we need to establish guidelines for student chapters; Dan is working with the potential student chapters to provide assistance. Dan mentions that we also need to discuss the membership fee and other financial issues with the students. Benefits: students will get speakers, have opportunities to visit sites, and are able to get some funding from the university as an official student group. SURF needs to consider how to best facilitate and assist the chapters and help guide them in their missions and objectives. Dave W. would like the membership committee to consider allowing potential new members to attend one meeting for free, in order to remove barriers to checking out SURF's operations prior to deciding whether or not to join. Dave E. asked if other professional organizations allow non-members to attend meetings. Dan says that they do, but often at a higher registration fee. Dick suggests that we have a non-member meeting registration fee that is high enough to encourage the attendee to formally join SURF. Dave E. is concerned that many working group volunteers have not yet signed up for membership; Dave E. thinks we should discuss whether or not to require membership in order to participate in working group teleconferences. Dan agrees that participants in future discussions should be members. Carol asks if her outreach efforts with regulators would fall under the same rules? Many regulators have a tough time funding memberships and/or it will take a while; can we trust them if they say they intend to join? Dave E. thinks we could extend that trust, within a certain timeframe. Maile has some concerns that if we create barriers to regulator or academic participation, that would be counterproductive to outreach efforts. Maile and Dan mention that we should consider and decide under what circumstances non-members could participate in meetings and teleconferences. Dave E. asks if the same would apply to non-governmental participants. The general consensus is no; attendees from industry (and other for-profit entities) should be expected to join SURF in order to participate in working group teleconferences and meetings. Individuals from regulator, academic, and other non-profit organizations should be provided some allowance to participate when appropriate, in particular in regards to SURF outreach efforts, even if they are not formal members. The Board will bring up this topic at SURF 13, and begin formally enacting this practice after SURF 13.
 - b. **Meetings** – There is interest in holding a fall meeting at Carnegie Mellon University in Pittsburgh, PA. General consensus is that Dave E., Dave W., Rick Wice, and Mike Rominger should begin planning for a future meeting.
 - c. **Communications and Outreach** – Maile reports that the general communications and outreach committee is working on preparing for SURF 13. The Academic Outreach initiative has prepared a very nice flyer outlining why academics should join SURF that will be available at SURF's table at Battelle. Carol has been hard at work with her group on Regulatory Outreach efforts (an email was sent to the

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Board in mid-March for consideration and feedback). The committee has a budget request for lapel pins that will be provided to members at the SURF table at the Battelle conference (\$730).

- d. **Finance** – Brandt has distributed 98% of the fees for SURF 12; final payout will occur after some final reconciliation occurs. SURF has received \$5,400 in membership dues; approximately \$150 in PayPal fees. There has been strong interest in corporate sponsorship. Langan (pledged Bronze sponsor) is anxious to use the logo; Brandt responded that once they submit their payment, they will be provided the logo to use. AECOM, WM, WRS Compass, Boeing, CH2MHILL, and DuPont have all pledged to be Gold sponsors.
 - e. **Technical Initiatives** – Brandt had a call with the Framework and Metrics working group this morning; Paul will have a call with the LCA working group this afternoon. Both initiatives are working on preparations for SURF 13.
 - f. **Nominations** – No report.
7. **Other Business** – Dave W. asked for more information regarding student chapters so that he can forward it to CMU. Dan mentioned that Tom Sale is working on preparations for SURF 14. Dan will propose some guidelines for discussion at the next Trustees meeting. Dave W. reminds us that we haven't fully discussed how sponsors will be allowed to use the SURF logo. Dan reminds us to be careful of trademark violations (trademark application has been submitted, but is still in process). Maile has prepared some sponsor logos, which she can forward to the Board. Brandt suggests adding a year to the logos so that they have an "expiration date". Dave E. mentioned that Langan is probably anxious to use the SURF logo for their 6/8/10 technology seminar (an annual event attended by several SURFers). Brandt suggests that we consider recruiting student members to help with registration duties in exchange for reduced membership dues and meeting registrations. Dan thinks that we can ask for that help at SURF 14; we may not have much student help at SURF 13. Mike Rominger has numerous occasions to promote SURF, and it would be helpful if he had a title and business card. Maile is working on a generic business card for the SURF table at Battelle, and will prepare personalized cards for Mike and the Trustees. Suggestions for Mike's title should be forwarded to Mike and Dave E.

Draft Agenda for Next Meeting (4/9/10):

- Approve previous meeting minutes (3/26/10)
- Additions to agenda
- Preparations for SURF 13
 - Board of Trustees report
- Committee Reports
 - Membership
 - Student chapter guidelines
 - Meetings
 - Communications/Outreach
 - Finance
 - Technical Initiatives
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Meeting adjourned, 11:27 pm PDT / 2:27 pm EDT.

Respectfully submitted by,

L. Maile Smith, Secretary