

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

February 26, 2010

Agenda:

- Approve previous meeting minutes
- Additions to agenda
- Update on 501(3)(c) requirements and application and Registration of Alternate Name
- Discuss proposals from Kathy Adams and Mike Rominger
- Discuss staggering Trustee terms
- Discuss potential indemnification/insurance requirements
- Discuss need to hire an accountant
- Committee Reports
 - Membership
 - Membership categories and respective fees
 - Review/finalize membership form
 - Student chapters
 - Meetings
 - Spring meeting (SURF 13) – discuss need, dates, venue
 - Future meeting planning and sponsorships
 - Communications/Outreach
 - Battelle conference outreach effort
 - SURF trademark
 - *(Formal process for requests/use of SURF materials - table)*
 - Finance
 - Technical Initiatives
 - Nominations
- Other business
- Next meeting

Attendees:

David Ellis, President	✓	Carol Baker	✓
Paul Favara, Vice President		Stephanie Fiorenza	✓
Maile Smith, Secretary	✓	Dick Raymond	✓
Brandt Butler, Treasurer	✓	Dan Watts	
		Dave Woodward	✓

Meeting (teleconference) called to order, approximately 10:05 am PST / 1:05 pm EST.

Quorum confirmed.

Voting Items:

1. Approve the 2/12/2010 meeting minutes as submitted
 - a. Dick Raymond – motion to approve the minutes of the previous meeting
 - b. Carol Baker – motion seconded
 - Aye – 7
 - Nay – 0

SUSTAINABLE REMEDIATION FORUM
BOARD OF TRUSTEES MEETING SUMMARY

2. Post the membership application as discussed to the website (e.g., with regular and student classes, member profile questions, and request for committee volunteers) for the Board's review, and vote on its adoption during next call (3/5/2010)
 - a. Dick Raymond – motion to post a provisional membership application form as described above
 - b. Stephanie Fiorenza – motion seconded
 - Aye – 7
 - Nay – 0
3. Hire a CPA to assist with annual tax filings (note: May 2011 would be the first filing)
 - a. Brandt Butler – motion to hire a CPA for the purpose described above
 - b. Dave Woodward, Stephanie Fiorenza – motion seconded
 - Aye – 7
 - Nay – 0
4. Open a bank account at Bank of America, including a checking account with the ability (Treasurer and President) to use a debit card for ongoing meeting expenses
 - a. Brandt Butler – motion to open a bank account as described above
 - b. Carol Baker – motion seconded
 - Aye – 7
 - Nay – 0
5. Hold SURF 13 at Chicago-Kent College of Law on April 13-14, 2010
 - a. Dick Raymond – motion to hold SURF 13 at the location and on the dates described above
 - b. Carol Baker – motion seconded
 - Aye – 7
 - Nay – 0

Other Business Discussed:

1. **501(3)(c) requirements and application and Registration of Alternate Name** – tabled
2. **Proposal from Mike and Kathy to support SURF** – Dave Ellis received a proposal from Mike and Kathy, which he forwarded to the Trustees for review on 2/23/2010. [SECTION REDACTED – CONFIDENTIAL PERSONNEL DISCUSSION.]
3. **Staggering Trustee terms** – Dan had previously raised the issue of staggering terms of trustees so that continuity of leadership is maintained. It was suggested that the Board generate a proposal for this in advance of the next SURF meeting, to allow time for membership review and consideration, and to request input and feedback at the next meeting. Dave W. and Dan will work on the proposal (by 3/12/2010 call).
4. **Indemnification/Insurance Requirements** – Dick did some investigation of insurance policies. He was informed by one provider that two policies likely would be recommended: General liability insurance (~\$500/year) and Directors and Officers liability insurance (~\$1000/year with a deductible); both policies are essentially a “pre-paid defense”. K&L Gates has also been tasked to look into the issue, but is not on the call to report back to the Board. Dave E. mentions that we'd likely want a number of proposals for comparison and K&L Gates review before deciding on need and scope of coverage. Dick will request a formal proposal for K&L Gates review.
5. **Need for an Accountant** – Brandt suggests that SURF engages a CPA. If SURF's income is more than \$15K/year then we're required to submit an annual tax return. We can accrue a small amount of operating funds, but

generally should be non-profit. The CPA's tasks would be a relatively minor effort (~\$600 to \$1000 estimate of annual expenditure). Brandt proposes that we seek out a CPA to aid SURF with annual tax filing.

6. **Committee Reports –**

- a. **Membership:** Dave W. has questions about corporate sponsorship and whether or not that gets individual memberships in return. Stephanie recalls that corporate sponsorship was discussed in terms of meeting attendance, votes, and individual memberships, but not sure if all questions were resolved. Dave W. recalls that voting was decoupled from sponsorship. Stephanie and Carol recollect that \$150 regular membership fee was "approved" in the survey, and student membership fee was "approved" at \$25. Government and regulator fees were discussed at \$100. Dick suggests we adopt the membership form as provisional, with Regular and Student categories, get it up on the website for trustees to review, and then roll it out as soon as possible. Brandt suggests removing credit card payment, linking to a PayPal site, and including the member profile questions. The Board will further discuss membership and sponsorship during a special call at 10:00 am PST/1:00 pm EST on Friday, March 5, 2010. Dave E. updated the group on student chapter effort. Tom Sale has a group of students who want to start a student chapter at Colorado State University (CSU).
- b. **Meetings:** Spring meeting (SURF 13) – SURF has been offered a facility at Chicago-Kent College of Law for a mid-April meeting (April 13-14). Stephanie has a question regarding the purpose for the meeting. Dave W. concurs with Stephanie and asks if membership issues need to be resolved prior to an April meeting. Carol and Dick are in favor of having the meeting to work on "big stake" initiatives. Brandt and Carol are in favor of having the meeting as long as there is adequate phone connection. Brandt, Stephanie, and Maile are concerned that attendance will be lower than typical because of the number of conferences that month and regulator travel restrictions, so remote attendance options are essential. Steinbrenner Institute at Carnegie-Melon University (CMU) is also interested, but cannot accommodate us in April. Dave E. suggests that the meeting committee begin scheduling our meetings in advance, and get CMU on the schedule. SURF 14 meeting will be at CSU on July 13-14.
- c. **Communications/Outreach:** SURF trademark process has been initiated. Committee members are actively planning Battelle conference outreach effort. There will be a staffed table at the Battelle meeting, where we will display posters, the GSR track schedule, provide flyers and business cards describing SURF, and have a laptop with a live web connection so that we can facilitate online membership application submittal (all of these are volunteer efforts by the committee members). The committee is also going to create a SURF lapel pin to give to SURF members and others. The committee will submit a budget request to the Board, with enough time to get the pins produced in advance of the conference. Maile and Stephanie acknowledge the enthusiasm and volunteer efforts of the committee members.
- d. **Finance:** Brandt has looked into various bank account options. Suggests Bank of America because of the large range of office locations. Also looked into ING, but they only offer individual accounts (not corporate accounts). There are no objections by the Board to further exploring bank account options with Bank of America.
- e. **Technical Initiatives:** No report.
- f. **Nominations:** No report.

Draft Agenda for Next Meeting (3/12/2010):

- Approve previous meeting minutes

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- Additions to agenda
- Terms of Membership and Sponsorship
- Other business
- Next meeting

Meeting adjourned, 11:55 am PST / 2:55 pm EST.

Respectfully submitted by,

L. Maile Smith, Secretary