

**IRIS/UNAVCO Joint Board of Directors Meeting
August 11-12, 2020
Virtual Meeting**

AGENDA

Tuesday, August 11th (1:00pm-6:00pm ET)

JOINT EXECUTIVE BOARD SESSION

1:00pm-1:15pm	Welcome – Introduction
1:15pm-1:25pm	Comments from Board Chairs
1:25pm-1:35pm	La Piana’s perspective on the IRIS/UNAVCO Merger (Ibe)
1:35pm-1:55pm	Overview of Terms and Merger (Woodward and Bendick)
1:55pm-2:05pm	Overview of Proposed Bylaws (Detrick)
2:05pm-2:25pm	Break
2:25pm-2:40pm	Comments from other members of the Negotiation Team
2:40pm-2:50pm	General Board Discussion
2:50pm-3:00pm	Vote on adoption of Terms of Merger and Proposed Bylaws
3:00pm-3:20pm	Break

IRIS BOARD MEETING (REGULAR BUSINESS)

3:20pm-6:00pm	Directorate representatives and CFO participate in meeting
6:00pm	Adjourn

Wednesday, August 12th (1:00pm-5:00pm ET)

JOINT SESSION (INCLUDING DIRECTORATE REPS and CFO)

1:00pm-1:10pm	Introduction by Board Chairs
1:10pm-1:25pm	La Piana’s perspective on Merger Planning and Implementation (Ibe)
1:25pm-2:10pm	Overview of Implementation Planning Tasks and Timeline (Detrick)
2:10pm-2:30pm	Break
2:30pm-3:00pm	Discussion of Implementation Planning Process
3:00pm-3:30pm	Action Items for the Board <ul style="list-style-type: none">• Establishment of Implementation Steering Committee• Engagement of LaPiana/Detrick in Implementation Planning Process

IRIS BOARD MEETING (REGULAR BUSINESS)

3:30pm-5:00pm	Scheduled as needed (executive session or including Directorate Reps and CFO)
5:00pm	Adjourn

Abbreviated Minutes

Day 1 - August 11, 2020

Attendees:

IRIS Board: Rick Aster (chair) Brandon Schmandt, Samantha Hansen, Sarah Kruse, Chuck Ammon, Cliff Thurber, Vera Schulte-Pelkum, Susan Schwartz, Jackie Caplan-Auerbach

IRIS staff: Bob Woodward (president) and Bob Detrick (senior advisor to president)

UNAVCO Board: Lucy Flesch (chair), Ronni Grapenthin, Terry Wilson, Ed Nissen, Adrian Borsa, Laura Wallace, Tonie van Dam, and James Foster

UNAVCO staff: Becks Bendick (president), Glen Mattioli

Others: Onuka Ibe (La Piana)

Segment 1

Rick Aster chairs the first segment of the meeting. The meeting began at 1:00 PM (ET) with introductions and remarks from the chairs.

Onuka Ibe provided a concise review of the merger negotiation process to-date. Bob Detrick, Bob Woodward, and Becks Bendick briefed the terms of the merger, and the choice of legal mechanism for the merger.

There was a ten-minute break and the meeting re-started at 2:30 PM (ET).

Segment 2

Lucy Flesch chaired this segment of the joint meeting of the Boards.

The Boards heard comments from members of the joint negotiation committee. There was considerable discussion on the point of how to stand up the initial Board of Directors of the new organization and how to select the CEO. The discussion resulted in revised language in the draft of the terms of merger.

Flesch asked if anyone had any issues or concerns. The discussion focused on encouraging flexibility by all parties and noting that bylaws can always be changed. After all issues or concerns were discussed all Board members expressed that they were comfortable with the proposed merger. Board members expressed their appreciation for the collaborative nature of the process.

Flesch called on every board member for their opinion. Separate votes will be held, with votes indicated by sending a zoom chat message directly to the respective chair.

VOTE: For IRIS, Samantha Hansen moved to approve the Terms of Merger and the draft bylaws. Sarah Kruse seconded. There was a similar motion and second for UNAVCO. The two Boards voted. The IRIS vote was unanimous to approve. The UNAVCO vote was unanimous to approve.

The IRIS and UNAVCO Boards met separately for the remainder of the day. IRIS senior staff joined the IRIS Board meeting.

IRIS Board Meeting

COVID Impacts

Woodward briefs the Board on COVID impacts to IRIS operations. The discussion included how the processing of TA data might change during the period of extended operations that is resulting from COVID. It was noted that the Array Network Facility (ANF) will be ramping down. Picking of teleseismic phases will end, but limited quality review will continue. Station adoptions will not be impacted by COVID and will continue as planned.

Program Updates

Woodward briefed the Board on key updates from IRIS programs.

Funding Updates

SAGE-I and SAGE-II funding updates were provided to the Board.

NSF Panel Review of SAGE Instrumentation Services and GAGE Geodetic Infrastructure Activities

The external panel's report has been delivered to NSF. NSF is formulating guidance for IRIS and UNAVCO and will deliver this guidance, and a copy of the external panel's report, soon.

Diversity, Equity, and Inclusion

Woodward provided the Board with an update on IRIS' recent diversity, equity, and inclusion (DEI) related activities.

Annual Membership Meeting

The annual IRIS membership meeting was discussed with a nominal target date of December 14, 2020. The required advance notification period for the meeting was also discussed [note: the IRIS bylaws specify such notice be "not less than ten days nor more than sixty days before the date of the meeting"]. The content of the membership meeting was discussed; it should cover general updates, the results of the merger voting, and the election of new Board members.

Update on Director of Instrumentation Services (IS) Position

Woodward updated the Board on the restructuring of the IS Director position. The IS Director position will not be refilled at this time, though the position is not being abolished. Woodward reviewed how the Senior Management Team has been restructured into a Leadership Team and a Management Team to address pan-IRIS business and operations and programmatic activities, respectively.

Strategic Planning

The Board discussed the pros, cons, and motivations for engaging in updating the IRIS strategic plan.

GAGE-SAGE Meeting in 2021

This meeting is planned for Breckenridge, CO in August 2021. It should be canceled by next spring if the pandemic is still ongoing.

Day 2 - August 12, 2020

Attendees:

IRIS Board: Rick Aster (chair), Jackie Caplan-Auerbach, Samantha Hansen, Brandon Schmandt, Vera Schulte-Pelkum, Chuck Ammon, Susan Schwartz, Cliff Thurber, Sarah Kruse

IRIS Staff: Bob Woodward (president), Bob Detrick (senior advisor to president), Jerry Carter, John Taber, Kent Anderson, Candy Shin

UNAVCO Board: Lucy Flesch (chair), Ronni Grapenthin, Terry Wilson, Ed Nissen, Adrian Borsa, Laura Wallace, Tonie van Dam, James Foster

UNAVCO staff: Becks Bendick (president), Glen Mattioli, Dave Mencin, Jamie Magliocca, Donna Charlevoix

Others: Onuka Ibe (La Piana)

The meeting is called to order, and Rick Aster and Lucy Flesch make introductions.

Ibe: Noted that merger implementation is more staff-driven rather than board-driven. Ibe emphasized to keep people and culture in mind. Strategic and business planning were discussed, and the merged vision was revisited.

Detrick and Ibe discussed merger implementation planning, which requires a successful negotiation process. Ibe shared presentation slides that provided examples of a planning checklist and potential planning teams.

Implementation Planning Process

It was proposed that the Implementation Steering Committee (ISC) consist of the IRIS and UNAVCO Presidents, the Board Chairs, the Board Vice-chairs or another designate from the Board, one member of senior staff from each organization (to be decided on by each Board), and with Detrick as an advisor to the ISC.

VOTE: Caplan-Auerbach moved that the ISC be formed, as proposed above. Thurber seconded. The UNAVCO Board also moved and seconded. The Boards voted individually. The IRIS Board voted unanimously in favor, as did the UNAVCO Board.

Organization Name

Potential names for the new merged organization were discussed.

VOTE: A motion was made to investigate the full legal clearance of GeoRISE (to be conducted by John Taber and Donna Charlevoix) prior to any announcement. The motion was moved, seconded, and passed by both the UNAVCO and IRIS Boards.

IRIS-only Portion of the Meeting (August 12, 2020; 3:55 ET)

New Initiatives

The Board discussed the Distributed Acoustic Sensing Research Coordination Network (DAS RCN), which is led by the University of Wisconsin (Herb Wang), with subawards to IRIS and the University of Nevada, Reno. The IRIS elements of this award include:

- Workshop/short course
- Workshop at the next SAGE/GAGE
- Community field experiment
- Data Short Course
- Capstone workshop

A DAS EAGER proposal was also discussed. The proposed work will install a DAS unit on a dark fiber, running from South Pole station to the SPRESSO site. This proposal is a collaboration with Zhongwen

Zhan at Caltech. No funding is provided for IRIS, but it will involve coordination with PASSCAL for the associated fieldwork (calibration, installation, etc.). The dataset will be openly available.

Wrap-up

Aster thanked all involved in the negotiations for their hard work. Woodward thanked everyone for their contributions to this momentous Board meeting.

Adjourned at 5:10 ET