



**SCHOOL FOR ADVANCED RESEARCH**

**WINTER MEETING OF THE BOARD OF DIRECTORS  
FRIDAY-SATURDAY, MARCH 1-2, 2013  
9:00 A.M.**

**Boardroom**

**ATTENDEES:**

**OFFICERS OF THE BOARD**

Glen Davidson, Chair  
Jack Ratliff, Vice Chair  
Eric Dobkin, Vice Chair  
Jason Brady, Treasurer  
Joan Fortune, Secretary

**STAFF**

Jessica Calzada  
Cynthia Chavez Lamar  
John Kantner  
Sharon Tison

**BOARD MEMBERS**

Dorothy Bracey  
Steve Bohlin  
Jenne Britell  
James Brooks  
Susan Bruning  
Vera Campbell  
Susan Foote  
Brian Foster  
Robert Knutson  
Don Lamm  
Ann Morton  
Roy Ritchie  
James Trostle  
Diane Stanley Vennema  
Lynne Withey

**ABSENT**

Ben Crane  
Jim Ferguson  
Patrick Kirch  
Chris Smeall  
Ann Stoler

## MINUTES

### **I. WELCOME/QUORUM CALL**

Glen Davidson welcomed everyone and called the meeting to order at 9:00AM. A quorum was present.

### **II. CHAIR COMMENTS**

Glen Davidson briefly reviewed the agenda and plans for small group sessions. Agenda with outline of questions for small groups is attached. The Executive Committee meeting scheduled for 3:30PM will be at the Chair's discretion.

### **III. ADJOURNMENT TO SMALL GROUP SESSIONS**

The Board of Managers adjourned to small group sessions at 9:19AM.

### **IV. PLENARY SESSION**

Glen Davidson reconvened the full Board of Managers in the boardroom at 2:00PM

#### **Summary:**

At the request of Mr. Davidson, Mr. Ratliff summarized the topics discussed in the two meeting sessions that morning regarding the Restated Articles of Incorporation and Restated Bylaws, and reviewed with the Directors the forms of resolution previously distributed to the Directors. All resolutions passed on a voice vote, without "no" votes or abstentions.

*First Resolution.* (Restated Articles of Incorporation) Resolution below was read to the Directors, and proposed changes were noted—adding to the Restated Articles what appeared as Section 2.4 in the Restated Bylaws; change the name of the Corporation to "School for Advanced Research"; state that effective date is March 1, 2013; and correct some typographical errors. Motion made and seconded, as revised; passed on a voice vote.

RESOLVED, that the Board of Directors of the Corporation hereby approve and adopt the Restated Articles of Incorporation, in the form presented to the meeting of the Board at its meeting on March 1 and 2, 2013, subject to a change to incorporate into the Restated Articles the reference meeting, and further subject to any revisions that the President or Chair may direct to correct any error, clarify any misstatement or rectify any conflict or inconsistency, or to conform any provision to any requirement of law; and

*Second Resolution.* (authority to finalize and file Restated Articles) Resolution below was read to the Directors. Motion made and seconded; passed on a voice vote.

FURTHER RESOLVED, that the Chair and the Secretary of the Corporation, or in the Chair's absence any Vice Chair or the President, or in the absence of the Secretary, the Treasurer or any Vice President, are hereby authorized and directed to

finalize the Restated Articles in accordance with the preceding resolution, and the Secretary is authorized and directed to file the Restated Articles in the Corporation's permanent record and further to file the Restated Articles with the New Mexico Public Regulations Commission in accordance with the New Mexico Nonprofit Corporation Act; and

*Third Resolution.* (Restated Bylaws) Resolution below was read to the Directors. Mr. Thompson explained the changes to the Restated Bylaws previously discussed and agreed to by the Directors. Motion made and seconded to approve resolution as revised; passed on a voice vote.

FURTHER RESOLVED, that the Board hereby approves and adopts the Restated Bylaws of the Corporation, in the form presented to the meeting of the Board at its meeting on March 1, 2013, subject to a change to delete Section 2.4 from the Restated Bylaws and include that provision in the Restated Articles of Incorporation as previously approved, and further subject to any revisions that the President or Chair may direct to correct any error, clarify any misstatement or rectify any conflict or inconsistency, or to conform any provision to any requirement of law; and

*Fourth Resolution.* (authority to finalize Bylaws) Resolution below was read to the Directors. Form of resolution also revised to insert the word "non-substantive" before the word "revisions." Motion made and seconded to approve resolution as revised; passed on a voice vote.

FURTHER RESOLVED, that the Chair and the Secretary of the Corporation, or in the Chair's absence and Vice Chair or the President, or in the absence of the Secretary, the Treasurer or any Vice President, are hereby authorized and directed to finalize the Restated Bylaws in accordance with the preceding resolution, and the Secretary is directed to file the signed Bylaws in the Corporation's records and maintain a copy at the Corporation's principal office for inspection and copying as required by the New Mexico Nonprofit Act; and

*Fifth Resolution.* (retention of policies formerly identified in Bylaws—Honorary Fellowship, Standards of Conduct, Academic and Artistic Freedom and Intellectual Property, and Dispute Resolution) Resolution below was read to the Directors. Motion made and seconded to approve resolution; passed on a voice vote.

FURTHER RESOLVED, that the Restated Bylaws shall replace and supersede the Corporation's Bylaws as restated to August 15, 2009; provided that to the extent not inconsistent with the Restated Bylaws referenced in the preceding resolutions, the provisions in the August 15, 2009 Bylaws respecting Honorary Fellowship (Article III, Section 2), Standards of Conduct (Article IX), Academic and Artistic Freedom and Intellectual Property (Article 10), and Dispute Resolution (Article XI), are hereby preserved and adopted as policies of the Corporation pending further action by the Board of Directors; and

*Sixth Resolution.* (reporting changes to organizational documents in Form 990) Resolution was read to the Directors. Change was made to the form of resolution [not described in notes]. Motion made and seconded to approve resolution as changed; passed on a voice vote.

FURTHER RESOLVED, that the President, acting himself through such other officers as he may determine, is authorized and directed to report to the Internal Review Service in the Form 990 prepared for the fiscal year in which these resolutions are adopted the significant changes to the Restated Articles of Incorporation and Restated Bylaws, as approved and finalized by the Board of Directors; and

*Seventh Resolution.* (election of officers) Resolution below was read to the Directors, and list of proposed officers read to the Directors. Directors discussed list, and added Assistant Treasurer to slate. Directors discussed fulfillment of secretarial duties and the delegation of tasks by the Secretary to an Assistant Secretary, and concurred that an Assistant Secretary should be elected from among the staff. Jessica Calzada was identified in the discussion to serve as Assistant Secretary and added to the slate. Motion made and seconded to approve resolution and slate of officers as revised; passed on a voice vote.

FURTHER RESOLVED, that each of the following individuals is hereby elected to the office or offices set forth his or her respective name, each to serve in the stated office or offices as specified in section 8.2 of the Restated Bylaws:

<b>Board Chair</b>	Glen Davidson
<b>Board Vice Chair</b>	Jack Ratliff
<b>Board Vice Chair</b>	Eric Dobkin
<b>Board Treasurer</b>	Jason Brady
<b>Board Secretary</b>	Joan Fortune
<b>Asst. Treasurer</b>	Sharon Tison
<b>Asst. Secretary</b>	Jessica Calzada

*Eighth Resolution.* (appointment of Directors to committees) Resolution below was read to the Directors, and list of committee appointments read to the Directors. In response to a question, Mr. Thompson expressed the view that the membership of Board committees should be confined to individuals who are Directors, because committees by definition are subsets of the Board, and added that this did not foreclose committees from inviting individuals who are not Directors to attend committee meetings and assist committees in their functions. The Directors discussed the identification of *ex officio* committee members as nonvoting [notes do not indicate specific individuals to whom this would apply—President and Chair are identified in Restated Bylaws as *ex officio* committee members]. Motion made and seconded to approve resolution and committee appointments, with modification; passed on a voice vote.

FURTHER RESOLVED, that the Board of Directors hereby constitutes and creates, in accordance with Article Six of the Restated Bylaws, the following committees of the Board, and appoints to each of the named committees the members of the Board the individuals identified:

**EXECUTIVE COMMITTEE**

**Board Chair** Glen Davidson  
**Board Vice Chair** Jack Ratliff  
**Board Vice Chair** Eric Dobkin  
**Board Treasurer** Jason Brady  
**Board Secretary** Joan Fortune  
**SAR President** James Brooks  
**Members:**  
 Vera Campbell Bob Knutson  
 Susan Foote Lynne Withey  
 Ann Morton Jenne Britell

**GOVERNANCE COMMITTEE**

**Chair:** Jenne Britell  
**Members:**  
 Chris Smeall  
 Eric Dobkin  
 Glen Davidson *Ex-officio, non voting*  
 Jack Ratliff *Ex-officio, non voting*  
 Roy Ritchie  
 Susan Foote

**NOMINATING COMMITTEE**

**Chair:** Susan Foote  
**Members:**  
 Jack Ratliff Eric Dobkin  
 Don Lamm Joan Fortune  
 Brian Foster Ann Morton  
 Diane Vennema Glen Davidson  
 James Brooks

**AUDIT COMMITTEE**

**Chair:** Joan Fortune  
**Members:**  
 Chris Smeall  
 Glen Davidson *Ex-officio, non voting*  
 Jack Ratliff *Ex-officio, non voting*  
 Elizabeth Roghair *CPA, Advisor, non voting*  
 Don Lamm  
 Susan Bruning  
 Dorothy Bracey

**FINANCE COMMITTEE**

**Chair:** Jason Brady  
**Members:**  
 Vera Campbell  
 Eric Dobkin  
 Bob Knutson  
 Ben Crane  
 Steve Bohlin  
 James Brooks  
 Jack Ratliff  
 Glen Davidson *Ex-officio, non voting*

**ACADEMIC AND ARTISTIC AFFAIRS COMMITTEE**

**Chair:** Lynne Withey  
**Members:**  
 Susan Bruning Brian Foster  
 Patrick Kirch Jack Ratliff  
 James Trostle Diane Vennema  
 Don Lamm Jim Ferguson  
  
 James Brooks *Ex-officio, non voting*  
 Glen Davidson *Ex-officio, non voting*  
 John Catron *Life, non voting*  
 James Snead *Life, non voting*  
 Dave Matthews *Life, non voting*

**DEVELOPMENT COMMITTEE**

**Chair:** Ann Morton  
**Members:**  
Dorothy Bracey Susan Brunning  
Susan Foote Lynne Withey  
Roy Ritchie  
  
Glen Davidson *Ex-officio, non voting*  
James Brooks *Ex-officio, non voting*

**STRATEGIC PLANNING COMMITTEE**

**Chair:** Jack Ratliff  
**Members:**  
Dorothy Bracey Eric Dobkin  
Susan Foote Joan Fortune  
Bob Knutson Don Lamm  
Lynne Withey James Trostle  
  
Glen Davidson *Ex-officio, non voting*

*First Vice Chair.* Mr. Ratliff and Mr. Dobkin reviewed with the Directors Section 8.6, which provides for the Board’s designation of a first Vice Chair in instances where there are more than one Vice Chair. The Directors discussed the proposal to designate Jack Ratliff as first Vice Chair. Motion made and seconded to designate Jack Ratliff as first Vice Chair; passed on a voice vote.

Plenary Session was adjourned at 3:39PM.

- V. **SATURDAY SESSION** Glen Davidson reconvened the meeting at 9AM on March 2<sup>nd</sup>. Following brief announcements regarding the day’s schedule, the Board broke into assigned small groups.

The full board was reconvened in the Board Room at 12:30PM for a working lunch.

VI. **COMMITTEE MOTIONS & RESOLUTIONS FROM SMALL GROUP SESSIONS:**

Glen Davidson asked for committee reports and motions and recommendations from the small group sessions of the morning.

**DEVELOPMENT**

**MOTION:** *Ann Morton moved to add a high level Development position to the SAR senior staff. Jenne Britell seconded the motion, and the motion passed by unanimous vote.*

**NEW MEDIA**

**MOTION:** *Lynne Withey moved that the Board adopt the New Media Committee Report & Recommendations, convey that report to SAR management with a request for response to those recommendations, and that the Board authorize up to \$50,000 in the next budget to implement the recommendations. Diane Vennema seconded the motion and the motion passed with one member opposed.*

FINANCE

**MOTION:** *Jason Brady moved to delay beginning construction of the Work Plaza and Office Studio Complex until 1) SAR has all the funds raised and in hand for both projects, and 2) the Howells property litigation and land use issues have been fully resolved.*

**MOTION:** *Steve Bohlin moved to table the previous motion/vote until the Board of Directors can be polled to for gifts to make up the shortfall in Work Plaza funding. The motion was seconded and passed by unanimous vote of the Board of Managers.*

**MOTION:** *Glen Davidson moved that the Board authorize the President to proceed with construction of the Work Plaza alone, upon raising the necessary funds. The motion passed with one member opposed.*

Members of the Board were asked to advise Jason Brady of their financial commitment to the Work Plaza by March 8<sup>th</sup>.

**VII. NEXT MEETING**

The summer Board Meeting was scheduled for Friday and Saturday, August 9<sup>th</sup> and 10<sup>th</sup>. Glen Davidson asked for completion of evaluation forms on the form and content of this meeting so as to plan for format and content of the August meeting. A meeting of the Executive Committee will be scheduled for a date in May for committee reports and planning the August meeting.

**VIII. ADJOURNMENT**

Glen Davidson cancelled the Executive Committee session scheduled for 3:30PM. The meeting of the Board of Managers was adjourned at 3:01PM.

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Joan Fortune, Secretary

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Date of Approval