



MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE CALIFORNIA CLIMATE ACTION REGISTRY

**NOVEMBER 13, 2001
SACRAMENTO, CA**

The first meeting of the Board of Directors of the California Climate Action Registry (the Registry) was held at the State Resources Agency at 1419 Ninth Street, Sacramento, CA on November 13, 2001.

I. WELCOME & INTRODUCTION

The following Board members were present: Winston Hickox, Robert Malone, Peter Miller, Mary Nichols and Jan Schori. Charles Kennel was unable to attend. Registry staff members Diane Wittenberg, Jill Gravender and Autumn Salamack were also present. Additional attendees included: Sylvia Baca, Bud Beebe, Jim Boyd, Bart Croes, Pierre duVair, Wendy James, Kip Lipper, Andrea Towlard, Bill Vance, Jeff Wilson, and Stanley Young.

As meeting chairperson, Ms. Nichols called the meeting to order at 1:30 p.m. Pacific Standard Time (PST).

II. BOARD ADMINISTRATION

On motions duly made, seconded, and carried, the following resolutions were unanimously adopted:

RESOLVED: The bylaws are approved as presented.

RESOLVED: Mary Nichols is approved as Chair of the Board for a two year term.

RESOLVED: Jan Schori is approved as Secretary/Treasurer for a two year term.

RESOLVED: The formation of an Executive Committee is approved. This Committee consists of the Chair, Mary Nichols, Secretary/Treasurer, Jan Schori, and Winston Hickox. The Executive Committee is approved to represent the full Board in administrative and financial matters as well as to conduct other business as required between regular meetings of the Board. The Executive Committee shall not make decisions that would be contrary to the public meeting constraints of the Bagley-Keene Open Meeting Act.

The Board directed Diane Wittenberg to discuss with legal counsel whether or not a three member Executive Committee would trigger public meeting notice under the Bagley-Keene Open Meeting Act. Depending on the legal implications of a three person committee, the Board may choose to reduce the Executive Committee to the two officers.

RESOLVED: Diane Wittenberg is approved as President of the California Climate Action Registry. Ms. Wittenberg will also serve as an ex-officio, non-voting Board member.

RESOLVED: Kip Lipper is approved as an ex-officio, non-voting Board member.

III. REGISTRY RESPONSIBILITIES OVERVIEW

Ms. Wittenberg presented Board members with an overview of Registry responsibilities, as outlined under SB 527. Three primary Registry responsibilities were outlined: (1) Enable recording of voluntary greenhouse gas (GHG) emissions in a consistent, certified format; (2) Adopt procedures and protocols for certification of reported baseline emissions; and (3) Maintain a record of all certified GHG emissions baselines and emissions results. In addition, Ms. Wittenberg also reviewed other general goals of the Registry.

Ms. Wittenberg outlined potential foundation funding sources to help with the Registry's database development. She will contact Board members via e-mail to solicit further Board member advice on funding sources.

Ms. Wittenberg also discussed the possible formation of a Technical Advisory Committee (TAC) to provide the Registry with guidance in developing both general and industry-specific GHG reporting protocols.

On a motion duly made, seconded, and carried, the following resolution was unanimously adopted:

RESOLVED: The Registry is approved to create a TAC and may begin to recruit members.

IV. AGENCY ACTIVITIES REGARDING THE REGISTRY

Mr. duVair presented an overview of California Energy Commission activities regarding climate change and outlined how the California Energy Commission is working to assist the Registry.

Mr. Croes presented an overview of the State of California's Air Resources Board's activities regarding climate change and outlined how the Air Resources Board can assist the Registry.

V. FINANCIAL OVERVIEW

Ms. Gravender presented an overview of Registry financials to date, including the Registry's budget, income statement, balance sheet and budget to actual report. She explained that the Registry received a grant from the California Energy Commission and expects to receive a grant from the Energy Foundation in the near future. Ms. Gravender discussed projected Registry expenditures and explained the differences between California Energy Commission and Energy Foundation grant expenditure guidelines.

On motions duly made, seconded, and carried, the following resolutions were unanimously adopted:

RESOLVED: The organizational budget is approved as presented.

Several questions were posed regarding the categories of expenditures and it was suggested that some categories be renamed to better highlight and define specific expenses. It was also suggested that the Registry look to state agency personnel to aid in the Registry's database development.

Registry staff agreed to e-mail the Board members monthly financial statements to supplement quarterly Board meetings.

Ms. Gravender discussed the need for professional accounting services to conduct an annual audit (the Registry must complete a yellow book audit to verify compliance with OMB 122a, as specified by the California Energy Commission grant agreement) and file annual tax reports.

On a motion duly made, seconded, and carried, the following resolution was unanimously adopted:

RESOLVED: A contract with Harrington Whittemore, CPAs, LLP is approved to conduct the Registry's annual financial audit and prepare the Registry's annual tax filings.

In addition, Ms. Nichols discussed the need to grant the California Climate Action Registry's President financial authorization for the organization. A discussion regarding the extent of financial authorization followed. The Secretary/Treasurer should work directly with Registry staff and delegate routine financial procedures.

On motions duly made, seconded, and carried, the following resolutions were unanimously adopted:

RESOLVED: Authorization is approved to establish a non-interest bearing checking account at the Bank of America to access and to manage the grant funds from the California Energy Commission, as described in the grant agreement.

RESOLVED: On an interim basis, the Registry's President is approved to sign contracts up to \$100,000. This level will be reviewed at the next Board meeting. The Secretary/Treasurer must approve contracts of more than \$100,000.

Ms. Nichols discussed the need for Directors' and Officers' insurance, property insurance, and workers compensation insurance.

On motions duly made, seconded, and carried, the following resolutions were unanimously adopted:

RESOLVED: A contract is approved with Carolina Insurance to purchase and maintain directors' and officers' insurance.

RESOLVED: The Registry's President is authorized to secure proper insurance to protect against damage and theft.

RESOLVED: A contract is authorized with the State Compensation Insurance Fund to purchase and maintain workers compensation insurance for the Registry's employees.

Ms. Nichols presented the need to adopt a Personnel Policy for the Registry. Board members inquired about obtaining health insurance for Registry staff and requested a presentation regarding health insurance for Registry staff at the next Board meeting.

On motions duly made, seconded, and carried, the following resolutions were unanimously adopted:

RESOLVED: The personnel policy is approved as presented.

VI. PROGRAM DEVELOPMENT ACTIVITIES

Ms. Gravender and Mr. Wilson (with the California Energy Commission) briefly discussed the process of developing and adopting protocols for the Registry. Mr. Wilson presented a draft timeline of California Energy Commission public meetings and draft protocols to present to the Board in Spring 2002. It was suggested that California Energy Commission and Registry staff work closely to coordinate regarding specific California Energy Commission contract duties.

VII. CLOSING AND ADJOURNMENT

The next two Board meetings are anticipated to be held in late March 2002 in the Bay area and in mid June 2002 in Los Angeles. A November 2002 meeting will likely be held in Sacramento.

There being no further business, Ms. Nichols adjourned the meeting at 4:00 p.m. CST.

Respectfully Submitted,

Jan Schori, Board Secretary

Date