

**South Dakota Science and Technology Authority Board of Directors
Special Telephonic Meeting Minutes
Friday, February 24, 2017
Lead, South Dakota**

The Board of Directors of the South Dakota Science and Technology Authority (SDSTA) convened at 3:30 P.M. Mountain Time (MT) on Friday, February 24, 2017, via teleconference. Listening posts for the public were established at the office of the SDSTA at 630 E. Summit Street, Lead, South Dakota, and at the conference room of the South Dakota Department of Tourism and State Development, 711 East Wells Avenue, Pierre, South Dakota.

MEMBERS OF THE BOARD IN ATTENDANCE BY TELEPHONE

Mr. Paul Christen
Secretary/Treasurer Patricia Lebrun
Chairperson Casey Peterson
Dr. Heather Wilson
Dr. Robert Wilson

MEMBERS OF THE BOARD ABSENT

Dr. Ani Aprahamian
Vice Chairperson Dana Dykhouse
Vice Chairperson Ron Wheeler

SDSTA STAFF IN ATTENDANCE

Mr. Tim Engel, Legal Counsel (by phone)
Mr. Mike Headley, Executive Director
Ms. Mandy Knight, Administrative Services Manager
Ms. Constance Walter, Communications Director

OTHERS IN ATTENDANCE

Mr. Patrick Weber, SD Office of the Governor (by phone)

ITEM 1. CALL TO ORDER

Chair Casey Peterson called the meeting to order at 3:30 P.M. (MT). All members were present by roll call except Dr. Ani Aprahamian, Vice Chairperson Dana Dykhouse and Vice Chairperson Ron Wheeler. Dr. Heather Wilson joined later.

Chair Casey Peterson asked participants at the listening posts in Pierre and Lead to identify themselves. There was no response at the Pierre listening post. Staff listed above were present at the Lead office.

ITEM 2. APPROVE AGENDA

Chair Casey Peterson asked for a motion to approve the agenda.

Motion by Ms. Lebrun and second by Mr. Christen to approve the agenda as presented. By roll call vote, the motion passed unanimously.

ITEM 3. APPROVAL OF SDSTA BUSINESS ADVISORY COUNCIL CHARTER

Chair Casey Peterson said after discussion at the last board meeting he is pursuing putting together a Business Advisory Council (BAC) and has written a draft BAC Charter that Mr. Tim Engel and Mr. Mike Headley helped edit. It is included in the board packet. Chair Peterson said after discussion he would like approval for the chair to proceed to put together the BAC. He said a list of names has been

drafted and invitations would be sent as soon as possible so that the BAC could hold their first meeting in June before the SDSTA Board of Directors annual meeting. He then asked the board if they had any questions. Dr. Robert Wilson asked if there was a similar charter that this charter was drawn from and Chair Peterson replied that he had used a template from the South Dakota School of Mines and Technology (SDSM&T) since they have a few advisory boards. Mr. Headley said he also followed up with Fermilab and Lawrence Berkeley National Lab but they did not have any templates.

Mr. Christen said he read the draft charter and is unsure why the SDSTA would need a BAC at this time.

Chair Peterson said the objective is to promote potential economic development and perhaps identify ideas the SDSTA is not seeing. Mr. Engel emphasized that earlier edits made to the charter were to make clear to funding agencies and other audiences that the SDSTA is not in any way attempting to prejudice the competitive bidding process for any of these projects or to give any BAC members an advantage in the bidding process.

Mr. Christen asked if the BAC will consist of members outside of South Dakota so the SDSTA gets some strength and Chair Peterson replied that members would be from South Dakota and other states.

Ms. Lebrun said the concept is great, however, the SDSTA needs to make it clear that the focus is science. Chair Peterson agreed and said there is no intent to hinder science at the lab but to help advance it. Mr. Headley said the experience SDSM&T has had with their industry advisory board has been quite positive and he thinks the SDSTA has similar goals. He said it would be good to receive input on how the SDSTA is performing and operating from a business perspective and to make sure the SDSTA is putting opportunities out to the right communities and getting the maximum competition.

Dr. Heather Wilson joined the telephonic meeting at 3:42pm.

Dr. Heather Wilson stated the advisory boards at SDSM&T are slightly different from the community and business advisory function in general, but for the SDSTA, it would be good to build awareness in the community and understand how the SDSTA operates. Dr. Heather Wilson said it would take SDSTA staff time, but there is quite a bit of commitment by the people of South Dakota for this entity and there is a long-term benefit to have community leaders more aware of the SDSTA operations.

Dr. Robert Wilson asked what the financial impact would be on the SDSTA and Chair Peterson said he did not think it would be a large expense. Mr. Headley said he would work with SDSTA Chief Financial Officer Ms. Nancy Geary to calculate a cost estimate after the draft membership list is reviewed.

Chair Peterson said the board has raised some good questions and discussed possible revisions to the charter. He raised the issue of having a method in the charter for terminating the BAC should its usefulness cease.

Also, Dr. Robert Wilson asked if the charter requires the BAC to provide an annual report to the SDSTA board. Mr. Engel said there is no explicit requirement for a report, but BAC minutes are mandated in the charter, which are also required to be available for public inspection.

Mr. Engel suggested, as a place to start, to include a sentence on Page 2, under the heading "Meetings", a new sub "J" requiring the Chair of the SDSTA Board or Executive Director of the SDSTA to provide a report to the SDSTA Board of Directors after each BAC meeting. He also suggested to include a new heading on Page 2, after "Expectations of Members" and name it "Annual Report" or something similar which would require the Chair of the SDSTA Board to provide a report to the SDSTA Board of Directors at their annual meeting. At that meeting, the SDSTA Board will determine to renew the charter or discontinue it at each SDSTA annual meeting.

Motion by Ms. Pat Lebrun and second Dr. Robert Wilson to approve the SDSTA Business Advisory Council Charter as verbally amended.

Mr. Christen said he would vote for the motion but has great reservations that the SDSTA is doing the right thing. He said the SDSTA has greater needs than this and funding of the experiments should be the priority. He said he would like to see the SDSTA strengthen its exposure outside of South Dakota and around the United States, but he is also concerned about the SDSTA staff effort that would be required for the BAC. Chair Peterson assured Mr. Christen that more important challenges are being addressed.

Mr. Headley said in regard to the SDSTA staff effort, the initial BAC meeting would include items that are on hand already as it will be an indoctrination and SDSTA staff could easily handle the preparation required.

Chair Peterson said he is willing to table this until the next board meeting on March 16. Ms. Lebrun said she would like to know the financial impact as well as the staff impact resulting from forming the BAC. Mr. Christen said he would also like to see the draft membership list and Chair Peterson confirmed he would share it.

Dr. Heather Wilson left the telephonic meeting at 4:06pm.

A substitute motion was then made.

Substitute motion by Mr. Christen and second by Dr. Robert Wilson to table consideration of the SDSTA Business Advisory Council Charter until the March 16, 2017 board meeting. By roll call vote, the motion passed unanimously

ITEM 4. ADJOURN

Chair Casey Peterson asked if anyone had any other questions or comments.

He said the next regularly scheduled board meeting will be held on Thursday, March 16, 2017 and then called for a motion to adjourn.

Dr. Robert Wilson said he will be unable to attend the March 16 board meeting but, in general, would be in favor of approving the BAC charter as discussed today.

Motion by Dr. Robert Wilson and second by Ms. Lebrun to adjourn. By roll call vote, the motion passed unanimously.

Meeting adjourned at 4:11 P.M. (MT) on February 24, 2017.