



SOAR BOARD TELECON MEETING

Thursday, June 19, 2008

AGENDA

1. Discuss (and ideally approve) Amendment 3 providing added operations funding.
2. Telescope operator costs.
3. Changes to SOAR Consortium By-laws.
4. Brazilian Tunable Filter Imager and the general SOAR instrumentation plan.

DETAILS FROM JACK:

1. AMENDMENT 3.

My one-on-one conversations with some of you indicate that we may not be in as good agreement about the need for an Exchange Rate Supplement Fund as I had thought. As a result, I attach for your consideration two different versions of Amendment 3.

The first version, called "Amendment_3_long.doc" is a slightly revised version of what we have been discussing so far, including two changes highlighted in yellow. The second highlighted change

("5. FORM OF PAYMENT") is aimed at addressing a minor issue about whether or not we should specify that NOAO normally makes its operations payments "in-kind". It may not be needed, or may be needed in another form.

However, during the 7 weeks it has taken to prepare Amendment 3, the exchange rate has swung back up to the 490-500 pesos/dollar range. A one-year exchange rate as low as 450 pesos/dollar could be covered by the \$180K currently in the Operations Reserve Fund, without actually

needing a new fund. I make absolutely no claim to know what will happen tomorrow --- an up-to-date graph of the exchange rate can be seen at

<http://www.exchange-rates.org/history/CLP/USD/G/180>

Given the above situation, the second version of the Amendment, called "Amendment_3_short.doc" cuts out all mention of an Exchange Rate Supplement Fund. A few additional changes are highlighted in yellow. We would have to figure out later, hopefully just as a Board motion, what to do if a large exchange rate problem re-emerges. I offer this second version as a fallback option in case we cannot agree about what to do about the exchange rate. It would allow us to at least take care of the



the problem with the Base Operations Budget, which we have been talking about in earnest for a year already (starting at our last meeting in Chile).

2. TELESCOPE OPERATOR COSTS

Alistair sent me a letter today, which I attach here ("SOARstaff.doc"), indicating that he expects to raise the salaries of our telescope operators next year. We should take a few minutes for any questions about that letter.

3. CHANGES TO CONSORTIUM BY-LAWS.

I would like to change the by-laws so that we do not need to have a face-to-face meeting every year. I think we just need to pass the following motion:

MOTION 1.

The final sentence of Section 3.2 ("Meetings") of the SOAR Consortium Inc. by-laws is modified to say: "Except for a face-to-face meeting at least once every two years, meetings may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other."

The existing wording is: "Except for the annual meeting, meetings may be held..."

As a second motion we may want to change the following existing wording:

"Section 3.7. Action without Meeting. Any action required or permitted to be taken at any meeting of the Board, may be taken without a meeting if all members of the Board consent thereto in writing and the writing is filed with the minutes of proceedings of the Board."

We passed Amendment 2 by this means, but it required unanimous consent which means that I had to get every last one of you to actually send me a consent form. This ensures that any dissenters at least have their opportunity to be heard in person. But it obviously would be easier to pass things by email if we modify the by-laws to say that a 3/4 majority including one member from each institution is needed, rather than unanimous consent.

If there is disagreement to changing this second item, just tell me by email and we won't waste any time on it in the meeting. But the present by-laws say that we cannot pass this (or any other) motion except in a meeting where we can all hear each other.

4. BRAZILIAN TUNABLE FILTER IMAGER + SOAR INSTRUMENTATION PLAN.

I would like to briefly discuss what we should be doing about the BTFI proposal. I personally agree with most of what Jay had to say. I am supposing that we will ask the SAC for input about these instrumentation issues, so I invited Bob Blum to join the meeting.
