



MEETING MINUTES
International Executive Committee
July 17, 2020, 8:30am PDT (GMT-7)
Video Conference

Our Purpose: *We improve people's quality of life through infrastructure development.*

Mission: *We empower professionals by elevating ethics, learning, and a standard of excellence within the global infrastructure real estate community.*

Core Values:

- **Integrity:** *We are role models that embody the highest standard of ethical practice.*
- **Excellence:** *We constantly improve our products, our services and ourselves.*
- **Flexibility:** *We embrace our continually changing environment to adapt to the needs of our stakeholders.*
- **Collaboration:** *We engage our members, partners, and other stakeholders to build a shared body of knowledge and experience.*
- **Leadership:** *We shape our future through courage, clarity, and transparency.*

Welcome and Call to Order: The International Executive Committee (IEC) leadership meeting was called to order at 8:38 a.m. (PDT) by Sharon Slauenwhite, SR/WA, President. President Slauenwhite held a safety and purpose moment focused on what we are doing to keep stress down

Roll Call: Fred Easton, SR/WA, Secretary, called roll. Those in attendance:

IEC Members in Attendance:

Sharon Slauenwhite, SR/WA..... President
Jacob "Jake" Farrell, SR/WA President Elect
James Olschewski, SR/WA..... Vice President
Judy Jones, SR/WA Treasurer
Fredrick "Fred" Easton, SR/WA..... Secretary
Dave Arnold, Esq. General Counsel
Charlie Nobles CEO

Staff in Attendance:

Rakhshan Mazarei CFO

Approval Of IEC Minutes

- Enclosure: June 30, 2020 IEC Meeting Minutes
- Enclosure: June 30, 2020 IEC Executive Session Minutes (confidential)
- Enclosure: June 23, 2020 IEC Meeting Minutes
- Enclosure: June 9, 2020 IEC Meeting Minutes
- Enclosure: April 28, 2020 IEC Executive Session Minutes (confidential)

Motions:

- President Slauenwhite moved to approve the confidential minutes from IEC Executive Session on April 28th, 2020, President Elect Farrell seconded. Motion approved by acclamation with 4 yes and 1 no vote by Vice President Olschewski.
- President Elect Farrell moved to approve the minutes from IEC meeting on June 9th, 2020, Treasurer Judy Jones seconded. Motion approved by acclamation with 4 yes and 1 no vote by Vice President Olschewski.
- President Slauenwhite moved to approve the minutes from IEC meeting on June 23rd, 2020, Treasurer Judy Jones seconded. Discussion clarified that executive session notes were incorrect; this was a recess from the meeting. Treasurer Jones will revise minutes to reflect a recess and not executive session. Motion approved unanimously with amendment.
- Treasurer Jones moved to approve the minutes from IEC meeting on June 30th, 2020, President Elect Farrell seconded. During discussion Secretary Easton asked to remove the "?" from the action items summary and replace with "TBD". Motion approved unanimously.
- President Elect Farrell moved to approve the confidential minutes from IEC Executive Session on June 30th, 2020, Vice President Olschewski seconded. Motion approved unanimously.

International Committee Appointments

President Slauenwhite reviewed the updated list of service committee appointments as follows:

- International Professional Education Committee
 - Chair Kristen Bennett
 - Vice Chair Trevor Martens
 - Vice Chair Karen Eddleman
 - Secretary Krista Chambers
 - Members Connor MacDonald, Leslie Findlay, Greg Cooley & Mike Penick
- International Ethics Committee
 - Chair Mike Murray
 - Vice Chair David L. Rein Jr.
 - Members Cynde Barker, Cyndi Whelpley & Brett Farner
- International Finance Committee
 - Chair Judy Jones, SR/WA, Int. Treasurer
 - Vice Chair Fred Easton, SR/WA, Int. Secretary
 - Members David Bell, SR/WA, Smedmore Bernard, Rod Glaves, SR/WA, Yoli Matranga, SR/WA & Beth Smith, SR/WA

Motion: President Elect Farrell moved to approve the appointments, seconded by Secretary Easton, Motion approved unanimously.

International Treasurer's Update

Treasurer Jones provided a treasurer's update. May 2020 financial reports are available on the IRWA's Leadership Resources Member Network, 2020 Board of Directors Page. The new International Finance Committee held its inaugural meeting on July 8, 2020. The same reports revised by the finance committee were provided and reviewed. Treasurer Jones noted that affiliate members were removed from member count as they are not active participating members and their payments are not the same as member dues. Future finance meetings the IEC will receive the same reports concurrently. June financials won't be available until after the audit which will be a lot different since it will be virtual instead of in-person, this will likely be done mid-September.

There was an open discussion on IRS form 990 and if it should be more accessible to directors. Law requires that it be available to directors, but should we take it a step further? The IRS guidelines were reviewed. Counsel Arnold suggested having a policy on how it is provided and be consistent in following that policy and how we provide to directors. Further discussion was postponed for two weeks.

--President Elect Farrell left call at 9:37 a.m., a quorum was maintained

IRWA'S Guidance for Classroom and In-Person Meetings

President Slauenwhite facilitated a discussion on what, if any, guidelines should be sent to Chapters about reopening in-person courses. Some key points:

- Every state and local jurisdiction has different rules, orders, and guidelines. There is no way IRWA can track them all. A Chapter or Region should check these things themselves and confirm what rules or policies the host facility may also have.
- Messaging about not just courses but also for Chapter and Region meetings should be consistent. Some Chapters have requirements for meetings, but those should be able to be held virtually, especially when in compliance with local health and safety guidelines.
- This is an opportunity to reiterate to all that meetings can be done virtually, and that HQ can help setup the video conferences without providing direction on whether these should be virtual or in-person.
- For a variety of reasons, a standard waiver should not be recommended by IRWA.
- Attendees should be made aware of facility guidelines and requirements in advance of any in-person meetings.
- Charlie to frame draft one-page email for meetings along the lines of encouraging virtual meetings and that we have the resources to support you. If you choose to do otherwise, follow public health guidelines. Disclaimer that participants do so at their own risk. Encourage meeting organizers to know and understand their facility's restrictions and guidelines and communicate those to participants in advance of all meetings.

--President Elect Farrell rejoined call at 10:12 a.m., a quorum was maintained

Brief recap of above was provided by President Slauenwhite for President Elect Farrell's benefit. She noted that Jake and Charlie should finalize the message above and that group was in general agreement on the basic content that should be included (see above), this should be done as soon as possible as course coordinators, education chairs, and others are looking for this guidance.

--at 10:18 a.m. President Slauenwhite moved to recess for the International Governance Committee meeting and Secretary Easton Seconded, this group will reconvene at 1:15a.m. in Executive session

Executive Session: The IEC went into Executive Session at 1:15 p.m. to discuss human resources. The IEC ended the Executive Session at 2:23 p.m. There was nothing to report from the Executive Session.

HQ Operations Update

CEO Nobles updated on the response of staff as California has put back into place many of the COVID-19 restrictions.

The potential Dashboard template for reporting key measures and financials was discussed. President Elect Farrell to come up with what he'd like to see and make suggestions.

There is a need to have employees correctly enter customer service calls into Zendesk so that they are better tracked and items are fully followed through. May also enable better reporting on customer service statistics.

Asset management on equipment & technology was discussed, Sergey is the point person, Carlos is involved. They are going to do a security audit. Treasurer Jones would like to be involved with that as well.

There was a brief open discussion about BlueJeans and telephones. Secretary Easton suggested considering VOIP telecom services for remote phones and chat, such as Microsoft Teams as the current work from home situation is unlikely to change in the near future.

There is a membership campaign planed for the fall.

Covid19 Impacts Outreach to Members & Leadership

President Slauenwhite discussed what we are doing and what more we should be doing including

- Providing statements on number of meetings/gatherings to membership and leadership
- Provide Updates on pivot to Virtual classes to membership and leadership
- Provide update on fiscal status to leadership
- Provide communication plan to keep Board of Directors informed
- Provide banner updates on website main page

An open discussion was had, some highlights are below:

- There is a need to do virtual networking. In the previous economic downturn membership increased due to employees seeking networking for new jobs and contacts, we aren't currently providing those and need to encourage chapters to do so.
- This is an opportunity for additional virtual offerings. Some ideas:
 - Interviews on a YouTube page with industry leaders
 - Hold live round tables, such as having a geographically diverse group of Appraisers discuss the impact of COVID-19 on current and future values
- We need to support membership virtually just as we are supporting education through virtual courses.

Corporate and Agency Agreements

President Slauenwhite discussed plan to begin transitioning old agreements to new terms. The old agreements had varied language. We have a couple new negotiated agreements. We need to review old agreements and bring them up to the new plan and policy. Have let the other parties of these agreements know that they may be changing. Daniel did a lot of discussions with the spokesperson from the agencies/corporation.

CEO Nobles to provide a list of Corporate and Agency agreements before next meeting.

--General Counsel Arnold had to leave during the end of this discussion

Special Projects

President Slauenwhite presented and opened discussion about the following special projects and future actions for meetings prior to September IGC meeting:

- Communications Plan:
 - Decide who will lead this – possibly President Elect Farrell, he will review motion and task force recommendations
 - Define Mandate as per IGC Governance Workshop motion Feb 2020
 - Motion was staff plus IEC to create by June – postponed to September
- Leadership Training
 - Decide who will lead this, consensus is group to work on this should be formed by IGC
 - Define Mandate as per IGC Governance Workshop motion Feb 2020
 - Provide both administration training & leadership training – not just how to file taxes and stay compliant but also being a good leader and motivating our leadership
- Bylaws-International Representation
 - Decide who will lead this
 - Define Mandate as per IGC Governance Workshop motion Feb 2020
 - There should be a communications pipeline with International Relations Group
- Canada Energy Regulator Memorandum of Understanding to be lined out by end of summer or early fall

International Committees

President Slauenwhite discussed the last year's strategic plans, which feedback was good on and plans going forward to prepare for September IGC updates. Same process as last year will be done this year but Communities of Practice transitioning to Committees may need a little extra time.

CEO Nobles discussed the investments and need to form a finance subcommittee. Given current times, it may make sense to adjust our investment strategy.

Sharon moved to have the CEO, CFO, Finance Chair and Vice Chair to form the investment committee during the current leadership term, seconded by Jake. Motion approved unanimously.

IEC Liaisons were assigned to each committee as noted below and President Elect Farrell will send email to the Committee Chairs:

Committee	Liaison
International Professional Education Committee (IPEC)	Sharon Slauenwhite – Primary Jake Farrell – Secondary
International Ethic Committee	No IEC Liaison
International Young Professionals Committee	Jake Farrell
International Nominations and Elections Committee (INEC)	Fred Easton
International Relations Committee	James Olschewski
International Asset Management Committee	Fred Easton
International Electric and Utilities Committee	Jake Farrell
International Environment Committee	Sharon Slauenwhite – Primary Jake Farrell – Secondary
International Oil and Gas Committee	Jake Farrell
International Public Agency	Judy Jones
International Relocation Committee	James Olschewski
International Surveying and Engineering Committee	James Olschewski
International Transportation Committee	James Olschewski
International Valuation Committee	Judy Jones
International Energy Regulator Committee	Sharon Slauenwhite
International Finance Committee	Judy Jones – Primary Fred Easton – Secondary
International Investment Committee	Judy Jones – Primary Fred Easton – Secondary

Additionally, the definition of Liaison and purpose was discussed. The roll of liaison is to not lead the group or dominate conversation but to relay information back to the IEC and strategic information to the committees.

RWIEF & CRWEF

CEO Nobles provided an update on foundation funded projects & communication with stakeholders.

Additional Business:

- PIPE June 2020 meeting expenses were discussed
- Recording calls & meetings – Dan Bucan had asked if there was any policy that would restrict or preclude this and if attendees weren't made aware, is it ok to record. Counsel Arnold, while not on call, previously opined that laws vary by location. Counsel Arnold to provide future guidance on any policy going forward.
- Discussed potential refunds for those that request when canceling due to the previous email messaging. CEO Nobles will need to confirm with Rakhshan.

Meeting was adjourned at 5:03 p.m.

Strategic Planning

The IEC met informally on Saturday, July 18th to discuss Strategic Plans for the 2020-21 term. The following 5 areas were discussed:

- Education – Curriculum & Partnerships
- Member Benefit & Value
 - Certifications
 - Technology
 - networking
- Communications – internal and external
- Technology

- Membership Representation Project – where do they belong, what are they getting out of membership.
 - Chapters
 - Global / International
 - Affiliates

Summary of Major Action Items

WHO	WHAT	WHEN
All	Further discussion on IRS form 990	July 28
Charlie	Provide list of agency agreements that need updated	July 28
Jake & Charlie	Provide email on guidance for meeting/class in person	ASAP
All	Clarify action items for special projects	July 28
Jake	Liaison email to Committees	TBD
David	Provide guidance on a policy on recording meetings	TBD
Rakhshan	Confirm if there are any refunds that need to be made	TBD

Respectfully submitted,

 Fred Easton, PLS, SR/WA, R/W-AMC
 International Secretary

08/11/2020

 Date