



**MEETING MINUTES**  
**International Governing Council**  
**September 18, 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 Governing Council (IGC) meeting was called to order at 8:35am (PDT) by Sharon Slauenwhite, SR/WA, President. President Slauenwhite welcomed the IGC, Region Vice Chairs, staff and thanked everyone for being in attendance. President Slauenwhite reminded those in attendance of our purpose: "We improve people's quality of life through infrastructure development."

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

**IGC Members in Attendance:**

President ..... Sharon Slauenwhite, SR/WA  
President Elect..... Jacob "Jake" Farrell, SR/WA  
Treasurer..... Judy Jones, SR/WA  
Secretary..... Fredrick "Fred" Easton, SR/WA  
CEO ..... Charlie Nobles  
General Counsel ..... Dave Arnold, Esq., SR/WA  
Region 1 Chair..... Mike Flanagan, SR/WA  
Region 2 Chair..... Denise Skinner, SR/WA  
Region 3 Chair..... Dan Leshner, SR/WA  
Region 4 Chair..... Ida Parrett, SR/WA  
Region 5 Chair..... Dan Bucan, SR/WA  
Region 6 Chair..... Wade Brown, SR/WA  
Region 7 Chair..... Jim Lingeman, SR/WA  
Region 8 Chair..... James Hardy, SR/WA  
Region 9 Chair..... Tony Pollack, SR/WA  
Region 10 Chair..... Koby Godwin, SR/WA

**Region Vice Chairs in Attendance:**

Region 1 Vice Chair ..... Raymond Mehler, SR/WA  
Region 2 Vice Chair .... Erin Newberry, SR/WA

Region 3 Vice Chair ..... Carrol McCracken, SR/WA  
Region 4 Vice Chair ..... Derrick Roma, SR/WA  
Region 5 Vice Chair ..... William "Otto" Spence, SR/WA  
Region 6 Vice Chair ..... Matt Harris, SR/WA  
Region 7 Vice Chair ..... Cyndi Whelpley, SR/WA  
Region 8 Vice Chair ..... Jay Wong, SR/WA  
Region 9 Vice Chair ..... Richard Pittenridge, SR/WA  
Region 10 Vice Chair ... Keith Turner, SR/WA

#### **Staff in Attendance:**

Tim Drennan - Director of Field Operations  
Rakhshan Mazarei – Chief Financial Officer

#### **Meeting Minutes**

Minutes from the August 13<sup>th</sup> 2020 IGC Meeting were distributed by Secretary Easton prior to the meeting via email.

MOTION: Region 4 Chair Parrett moved to approve the minutes as distributed, motion seconded by Region 10 Chair Godwin. President Slauenwhite called for discussion and hearing none called the question for approval by acclamation and the motion was approved unanimously.

#### **Safety Moment**

President Elect Farrell provided a safety moment and discussed the wildfires, dryness and risks of causing fires, caution outdoors due to the poor air quality present across much of North America.

#### **IGC Meeting Protocol Review**

General Counsel Arnold provided a brief review of the IRWA governance documents:

- Bylaws, amended July 1, 2019 – briefly reviewed some key points
- Policies and Procedures Manual, April 2020 – covers many additional issues, important to have available as a reference
- Code of Ethics, amended September 2014 – especially for this body, code of conduct, confidentiality, and conflicts of interest with reminder to submit forms.
  - On confidentiality: will have access to privileged information as officers of the association. Refer to rule 2.3
- Robert's Rules of Order – helps to resolve conflicts and provide meeting structure
- IRWA Website: Member Resources>Leadership Resources>International

President Slauenwhite mentioned that conflict of interest forms can be done online.

#### **International Finance Committee Update**

Treasurer Jones discussed the Finance Committee Memorandum to IGC, some key points from fiscal 2019-2020:

- Course income down due to COVID; however, expenses also down and staff working hard to get all courses in SR/WA pathways offered online as on demand or virtual
- Staff expenses were down due to several staff changes and budgeted positions that have not yet been filled
- Financials are available on the website

Finance committee will be meeting on October 7<sup>th</sup> with goal of having July financials completed in time for Region forums.

#### **Chief Financial Officer Update**

CFO Mazarei provided an update on the following:

- Audit underway, no surprises, auditor did ask for Region finances. These will be completed, and there will be no uncompleted items on the audit. Presentation to this council will be next month. President Elect Farrell asked if the auditor should be changed  
CFO Mazarei said it is not a bad idea, but we are asked by financial institutions if we changed auditors each year.
- Region and Association (HQ) taxes are on track for on-time submission
- One Chapter remaining to complete taxes, they did provide information but one piece missing
- Are now ready to invite all regions and all chapters to move to Chase.
  - Will need signed minutes from the region or chapter
  - As long as balance maintained at \$1500, no fee associated to open account for them
  - Canadians will be Bank of Montreal
  - Email invitation will go out to all Regions and Chapters containing pros, cons, and opt-out options
  - Signers will need to go to a local branch and provide two forms of ID to be added
  - Can have a credit card. Credit card points will be owned by the Chapter.
- If no other external stimulus or problem, we should end 2020 calendar year in the black

There were some questions by Region Chairs about the Chase accounts and credit cards, the answers are included in summary above.

### **Chief Executive Officer Report**

CEO Nobles provided an update on Headquarters activities, including:

- Challenging year with COVID-19, Protests/Riots, Weather, etc. but feel we have had many successes in spite of these challenges. Staff working from home, first time doing so for all but Tim Drennan. Staff doing this effectively.
- California / LA County still recommending not coming into office but none of our projects are affected.
- Zendesk – Customer service tracking software which trial just approved by IEC. Believe it will improve responsiveness
- Education updates:
  - Excited about getting help for changes and update. Worked with Vantaggio (HR Consultant) to identify and hire candidate for Education Coordinator: Anthony Campbell, PHD. He will be moving out soon, started this week.
  - Technical update for the 18 online courses
  - Do not have a decent database of IRWA Education or Asset Management plan. Working on that with new hire.
    - Over 100 courses including the retired courses
    - CEO Nobles involved as well due to database knowledge and key task for the association
    - Need to know what we have now and what we need to do to keep it up to date
  - Met with Foundation trustees and listened to their concerns, which include staff not being responsive and reactive requests for money. Mr. Nobles stressed the value of the foundations and is changing that level of communication and team building to ensure we do not have these problems going forward.
  - Reviewed the changes to our “rainy day” investment fund. May miss some increases in market but conservative approach should better protect our funds during the current global crisis.
  - IT / Software – doing an assessment of our assets and needs
  - Provided update on the Agency and Corporate agreements under the Partner Program which provided consistent levels and rates. Early in the process of rolling these out but have not heard anything negative yet.
  - Diversity Task Force – CEO Nobles has been on those calls but has handed the active participation to the volunteers
  - No one with Marketing in title or primary responsibility on staff. Struck CEO Nobles as odd. Need to be more aggressive in our marketing approach, messaging, etc.

- For example, when non-members attend courses, little to nothing is done to follow up with those non-members to encourage joining.
- Have identified that there are staff that have interest in doing this work and have the skills, such as Ethel Navales, our Magazine Editor
- Creating Video on Demand (VOD) courses for 102 and 230
- Speaker selection for annual conference – some complaints that it didn't feel transparent and there was fears of politics/popularity contest at play. Put together a flow chart with Joseph showing how the topics are gathered and selected.
- Member map – Tim was requested to put together a map which shows where members are. This has been implemented.

The floor was opened for questions:

Region 10 Chair Godwin asked several questions as shown below with answers by CEO Nobles:

- Would like more information about Zendesk
  - provided more detail about what is can do for us.
- What type of online course will 230 be.
  - it will be VOD but with recording of instructor and 5 participants demonstrating more interactivity with students than our previous VOD courses.
- Will we have access to education database?
  - Should be able to have some access or reports but do have to be careful to limit write access so that accidental changes do not occur.

Region 5 Chair Bucan asked two questions:

- Can Tim demo the new online member map?
  - He can when he presents
- Any new developments with membership database(s) and new member application process and processing times? Mr. Bucan emphasized that this a top complaint among Chapters, particularly the difficulty in obtaining member numbers and rosters.
  - not yet but is potential for that going forward, will be a longer process as membership database is very important and software changeovers can be very complex

## **Break**

President Slauenwhite suspended the meeting at 9:55 and reconvened at 10:33 a.m.

## **International Executive Committee Update**

President Slauenwhite mentioned that all approved IEC minutes are uploaded to the 2020 Board of Directors page. Some key items:

- HR Matters and HR services contract – some of these items are confidential and will not be in the posted minutes
- Agency and Corporate Agreements / Partner Program – tiered program with education and membership rates. Offered Agencies a credit if they will renew at or above current membership level. Emailed this on Sept 9<sup>th</sup>, President Slauenwhite provided opportunity for questions or comments, there were none.
- Communication plan – part of the Governance Task Force and motion passed by last term IGC to have a communication plan and to be approved by the June meeting and maintained by IEC. Given COVID-19, this item is behind on schedule and is not ready for presentation yet. Planning to talk about it tomorrow.
- International Committees Strategic Plan – committees are to create annual plans and report to IGC on progress. Not all committees have gotten together to have meetings and plans yet, so will not be calling in today on their plans. IGC planning tomorrow should help align the committees for next month's call.

President Elect Farrell presented the IEC liaison list.

Region 5 Chair Bucan suggested that we should assign a Liaison to Ethics Committee, perhaps the President or President Elect, since there is no election process required and we are bound by

confidentiality – President Elect Farrell answered that he is liaison to all committees, so Ethics does know if they need anything to reach out to him.

Region 9 Chair Pollack mentioned that symposiums and seminars advertisements are in many different locations and one for the upcoming symposiums had a broken link. President Slauenwhite suggested we be more consistent.

There was open discussion about the webpage and need for push to get planners to post their events.

### **Field Operations Update**

Director of Field Operations, Tim Drennan provided update on the following operations:

- Jamie Rose Tieu returns to work October 19
- CHIP Incentive update:
  - Many chapters received incentives for 2020 conference that could not be used, they can use them for 2021 conference
  - Mr. Drennan asked if virtual classrooms should be considered classroom for the education chair incentive. Time was provided for all to comment, two members agreed it should, no contrary opinions were given.
- Partner program
  - One of the agency members said they were not interested in the conference registration due to out-of-state travel, could we instead provide them course registrations instead
    - Region 10 Chair Godwin suggested we don't start with that, but fair to be able to offer that
    - CEO Nobles felt it is important we support flexibility
- Education
  - 186 courses this year so far
    - 59 courses are gap courses (planned to be in-person, now virtual)
    - 11 in-person courses planned
    - 116 courses planned/hosted by HQ, 10 held
      - 10% of these are first- or second-time instructors – many instructors taught once after CLIMB and have not instructed since then
    - Planning March, April, May, June now
  - Discussion on instructors was had, President Elect Farrell reiterated the policy and desire to give all instructors an opportunity to instruct.
  - Region 7 Chair Lingeman asked what the participants per courses are, Mr. Drennan said about 8 per HQ course, 11 per gap course
  - Discussion on potential for education short call was had. Currently no courses planned by Chapters after January.
  - Secretary Easton suggested that as a template agenda item for the fall forum we encourage chapter to go ahead and schedule their 2021 courses and extend the gap program if their area still has restrictions meeting in-person. Mr. Drennan mentioned that a caveat would be needed to ensure that courses not be converted during the same timeframe of already planned virtual course, 2 weeks was suggested. Input from others was requested, many agreed, no dissenting opinions were provided.
  - Region Chair 5 Bucan asked about the process of getting an instructor for a specific chapter or state based on continuing education credentials. Mr. Drennan said that can be done, that Chapter or Region would need to contact HQ to hold a closed course.
  - Region 5 Vice Chair Spence commented that some instructors do not want to instruct virtually so not all instructors will take this opportunity
  - Region 9 Vice Chair Pittenridge asked about what happens if a Chapter schedules a course but is unable to hold in-person, gap program was discussed
  - Region 1 Chair asked if a motion was needed to clarify that Chapters booking courses in 2021 could convert to virtual course if COVID issues are still a problem. President Slauenwhite felt we are all in agreement that these courses should be able to be converted, as was done with the gap program, with the exception of those within 2

weeks of a planned virtual courses, which chapter course may then need to be rescheduled to avoid planning of two same virtual courses within a 2 week period.

- Membership
  - Budget is 83 new members per month, we are currently running about 50%
  - New members often come from non-members offered to chapter events
  - President Elect Farrell had concerns considering the pushback last year when members of this group wanted larger budget cuts, basically, have we not planned for the COVID-19 impacts sufficiently?
  - Secretary Easton suggested we encourage Chapters to hold more membership and networking meetings as there may be unemployed non-members looking for those opportunities as we saw in 2007, 08 & 09 during previous economic crisis.

---RVC Pittenridge had to drop off call at 11:54 a.m.

### **Diversity, Equality, and Inclusion Task Force Update**

Task Force Liaison, Matt Harris provided an update on the Task Force's first two meetings.

- Highly diverse group of volunteers
- Planned to form a scope for the IGC to review. Group is focused and committed, they are on the Task Force because they wanted to be, not because they were appointed or asked
- Very encouraged by the participation
- There was a discussion on if IEC should be on call, asking Matt to reach out to them and obtain input

### **Region Vice Chairs Update**

Mr. Drennan gave an update on the RVCs meetings in Vice President Olszewski's absence:

- 1<sup>st</sup> meeting directed to reach out to all Education Chairs
- 2<sup>nd</sup> meeting shared Education Chair comments
- 3<sup>rd</sup> meeting was led by Vice President Olszewski about goal setting.
  - Idea from this call was that Region Vice Chairs assist Chapters with achieving continuing education for courses

### **Break**

President Slauenwhite suspended the meeting at 12:15 and reconvened at 12:47 a.m.

### **Region Roundtable**

President Slauenwhite facilitated an open discussion on the following items:

- Region Fall Forum Dates and IEC attendance
  - Region 1 – Virtual on October 10, 9am to 1pm PDT
  - Region 2 – Virtual, not scheduled yet – early to mid October
  - Region 3 – Virtual on September 23<sup>rd</sup>, 10am to noon/1pm CDT
  - Region 4 – Virtual on October 2<sup>nd</sup>, time TBD (few hours)
  - Region 5 – Virtual on October 24<sup>th</sup>, time TBD – had planned officers to be in Cincinnati / Covington, KY area, 15 others asked to come. Will be on Teams
  - Region 6 – Charleston, SC on October 24<sup>th</sup>, 8am to 2pm EDT, audio version option for those that do not travel
  - Region 7 – Virtual on October 3<sup>rd</sup>, 9am to 1pm PDT
  - Region 8 – Virtual on October 22<sup>nd</sup> / 23<sup>rd</sup>, Time TBD – 2 smaller sessions
  - Region 9 – Virtual on October 9<sup>th</sup>, 9am to noon MDT
  - Region 10 – Virtual on October 2<sup>nd</sup>, 9am to 1pm MDT
- Region Fall Forum Preparation and Agenda – Field Operations will take IGC agenda items suggested to for inclusion in the Fall Forum Agendas. A forum template will be made available by Tim Drennan.
- Conference Bids 2024 – HQ to send a blast with application and deadline
- Conference 2021

- Call for Presentations is forthcoming
  - Possible COVID Impacts
  - Potential Options to encourage participation
  - Lessons Learned Analysis of Virtual 2020 Conference – Fred & Judy
- Setting a date for early October for an IGC meeting for presentation of the 2019 Financial Audit and International Committees Strategic Plans, preference would be early October and 90-minute meeting
  - HQ Charlie to send doodle
  - Sharon to ask Committee Chairs to have their plans by this meeting
  - Rakhshan will ask auditors if they can do October 5<sup>th</sup> – 9<sup>th</sup>
- Education in 2021, will there be in person course scheduling – looking for Region feedback
  - Tim to draft agenda item with suggestions/guidelines encouraging Chapters to schedule courses for 2021.
- Virtual Networking – staying connected while staying apart – ideas were discussed:
  - Need more fun, non-business meetings
  - BYOB happy hours
  - Bluejeans has Breakout Session app, so Chapters could do smaller breakouts where members could get to know each other
  - Add events to business meetings to connect more and have social connections
- Discussion was had about the video conferencing software, some discussions about problems and benefits of BlueJeans and issues or potential benefits of using others such as Teams.
- What would be the cost, requirements, and feasibility for IRWA to provide an irwaonline.org email address to each elected leader?
  - IRWA is using G-suite with limitations, one is how many email accounts. Would need to transfer to paid version which is \$6 per user per month.
  - Larger discussion to be had as there may be ways to accomplish with other options, separate domains, exchange, etc.
  - What is availability to add cloud storage as well for Chapters?
    - Documents can be added to member network groups, but might not be the easiest to find resources that are regularly updated such as policies and bylaws.
  - Further IT questions and issues, such as could we host region and chapter websites were discussed
  - These items to be investigated further
- Concern about recording of meetings and violation of state laws – Is there an HQ policy or disclaimer?
  - General Counsel Arnold provided background on this issue. Many recording laws date back to the days of wire phone calls being easy to intercept. For instance, if you record without knowledge in some states it can be a felony. In some states one party can consent, in others both parties. You would need to consider the laws of every participant in every state. There is no safe answer on this issue, we should not provide guidance on this issue as we would have to monitor location of all meeting participants and their local laws.
- Request for another legal review of the bylaws to address concerns heard in Region 5 about potential future political statements, should the bylaws be amended?
  - General Counsel Arnold pointed out that political activities are addressed in both the bylaws and the policy and procedures. These are allowed but only under very specific circumstances. There are restrictive rules in effect including IEC approval and review by IGC.
  - Issues are related to interpretation of these rules, what is a political activity, was an email like was sent in June a political statement in violation of the rules as IGC didn't review?
  - Suggestion that annual leadership training on bylaws and policies and procedures should occur every year.
  - Suggestion was made to amend bylaws to more accurately reflect the policies and procedures (IGS review).

## **Right of Way Education Foundation and Canadian Right of Way Education Foundation Updates**

RWIEF Leslie Finnegan, SR/WA joined the call and provided an update on the following:

- RWIEF funded activities IRWA is working on and expressed the Foundations pleasure at the progress on these projects.
- Despite not having a conference, fundraisers such as Hand Bid, were successful
- Steve Grandon drove from Minneapolis to San Antonio and recorded his mileage. Can donate \$10 to make a guess on the website in events, most accurate guess wins \$1000. Please encourage Chapters and Regions to participate.
- Monday night event in San Antonio – outdoor/indoor space that we can walk to from the host hotel.
- Thanked the IRWA leadership present for their efforts

CRWEF President, Shannon Favaro, SR/WA joined the call and provided an update on the following:

- Also thanked the IRWA leadership for their efforts
- Underwent a review of their board of directors, established a conflict of interest statement
- Undergoing a financial audit.
- Annual General – normally at conference but could not this year. Bylaws do not allow for a virtual / teleconference meeting. Engaging a solicitor to assist in bylaws change. COVID rules have allowed them to conduct a teleconference to amend bylaws. Now that it can be conducted, it will be virtual and held in the next couple of months.
- Scholarship program – board believes there is opportunity to reach them, CRWEF can provide relief for those struggling to hold courses.

President Slauenwhite reviewed some items that have been shared earlier in the agenda with the guests.

## **End of Day 1 and Start of Day 2**

President Slauenwhite suspended the meeting at 2:48 p.m. President Slauenwhite reconvened the meeting on Saturday September 19, 2020 at 8:34 a.m. PDT

## **Roll Call**

Secretary Easton confirmed all present that were on in yesterday's call based on videos and logins to the video conference software.

## **IRWA Strategic Plan 2020-2021**

President Slauenwhite provided an overview of the IRWA Strategic Plan for 2020-2021 prepared by the IEC. This includes the items noted below and some key points to discussion are provided:

- 1) Education
  - a. Curriculum
    - i. Course corrections
    - ii. Asset management
      1. CEO Nobles shared the database he's started work on
    - iii. New education opportunities
      1. Offering education in shorter virtual sessions
  - b. Partnerships
    - i. No need to create things that already exist, suggestion to team with other association
    - ii. Suggestion to have cross-credentialling with partners – our courses can apply to others' credentialling and vice versa
    - iii. Will add cross-credentialling to the official
- 2) Communications
  - a. Need to be better at how we communicate at all levels
  - b. Leader's Edge – should be redone, was a valuable tool



- i. Will be coming back in October
  - c. Need structure to communications, if too many emails and they are just ignored or put in junk
- 3) Member Value
  - a. Credentialing
    - i. Would like to see more effort to make our organization and credentials more recognized outside IRWA
    - ii. How do we make our designations valuable to agencies?
    - iii. We have too many designations
    - iv. We need to market our designations
  - b. Networking and Events
  - c. Technology
  - d. Top of this list will be edited to include Marketing and awareness of the
- 4) Technology
  - a. Need to develop a roadmap for success and avoid reactive management
  - b. Need lifecycle management of technology
- 5) Membership Representation
  - a. At large members
    - i. Determine why and if they should or want to be connected to a chapter
  - b. International representative

Other project directives from previous term:

- Competency Based Leadership Training Program
- Communication Plan
- Diversity, Equality, and Inclusion Task Force

MOTION: After discussion, President Elect Farrell moved to approve the revised IRWA Strategic Plan 2020-2021 Region 2 Chair Skinner seconded the motion. The motion was approved unanimously by a roll call vote.

President Elect Farrell had to drop off the call at 10:05 a.m.

### **Break**

President Slauenwhite suspended the meeting at 10:05 a.m. and reconvened at 10:38 a.m.

### **3-year strategic plan (or longer)**

An open discussion was had on the need to have a 3-year strategic plan that may also address longer strategies. Consensus was that this was needed, with no dissenting opinions provided.

Several suggestions were made:

- Should be a small group creating but with input from everyone
- Start at least one project that helps us achieve each of our goals
- Need for a marketing team or committee

It was decided that the 5 goals from the previous strategic plan will be presented at the region forums and input asked for on if these are goals we should have, should they be revised, are there more goals needed, and what project(s) could help achieve these goals. Send input to Secretary Easton who will compile for future review.

Tim will include agenda item and enclosure

### **Other Business and Adjourn**

President Slauenwhite reviewed some of the action items developed over the last two days, summarized in table below. Noted that the International Directors call will be pushed back to November.


Richard Pittenridge, SR/WA was sworn in by President Slauenwhite.

Meeting was adjourned by President Slauenwhite at completion of the agenda and time allotted at 11:58 a.m. PDT.

**Summary of major action items**

<b>WHO</b>	<b>WHAT</b>	<b>WHEN</b>
Rakhshan	Schedule October IGC meeting with Auditors	ASAP
Staff (Jade)	Send email blast requestion proposals to host 2024	TBD
Tim	Prepare fall forum template and attachments	9/21 am
Sharon/staff	Update key events calendar	ASAP
Fred	Prepare goals worksheet for forums	9/21 am
Fred	Compile goals input	TBD

Respectfully submitted,

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

11-19-2020  
\_\_\_\_\_  
Date