



MEETING MINUTES
International Executive Committee
December 8, 2020, 8:00am PST (GMT-8)
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) special meeting was called to order at 8:05 a.m. (PST) by Sharon Slauenwhite, SR/WA, President and overviewed the need for this special meeting to discuss Insperty and went directly into executive session to discuss Human Resources.

Roll Call: Fredrick "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

Guests:

Lauraine Bilfulco Vantaggio

Insperty Transition

The IEC ended the executive session at 9:15 a.m. There was nothing to report from the executive session.

MOTION: President Elect Farrell moved that the CEO start the process to transition away from Insperity as co-employer as recommended in the memorandum provided by Vantaggio and dated November 11, 2020, subject to the following adjustments:

1. The transition shall have a full Implementation deadline of January 1, 2022
2. A Communication Plan for employees developed with a goal of 60-day notification.
3. Internal resources required to facilitate the HR transition must be completed before the implementation date:
 - a. Forms (i.e.: Employee Handbook, training modules, leave of absence, compliance assistance, terminations, hiring, other pertinent employee operations materials)
 - b. Employee who is designated to perform these duties internal to IRWA (aligned with the industry and similar to IRWA structure)
4. RFP process used for outside providers to be selected
5. Implementation of this transition is subject to the CFO's financial analysis and written acceptance of the transition based on sound financial principles.
6. Status of this Transition shall be reviewed by the International Executive Committee not less than on a quarterly basis.

Motion was seconded Secretary Easton. No further discussion outside of executive session was had. Motion carried by a unanimous roll call vote (5-0).

New Hire

The committee reviewed and discussed the proposed Job Description for new hire that will assist CFO and handle some HR items.

MOTION: President Elect Farrell moved to accept the proposed job description with proposed revisions and move forward with hiring pending a final review of the changes. Treasurer Jones seconded the motion. The motion carried by unanimous acclamation.


Next Meeting and Adjourn

Next IEC Meeting is 12/15/2020. President Slauenwhite adjourned the meeting at completion of the agenda and past the proposed time at 9:34 a.m.

Summary of major action items

WHO	WHAT	WHEN
Charlie / Rakhshan	Revise Job Description and resend	ASAP

Respectfully submitted,



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

12-15-2020
Date