



International Governing Council Meeting Minutes

Saturday, February 18, 2012
Seattle, Washington

Welcome and Call to Order: President, Randy A. Williams, SR/WA called the meeting of the IRWA Governing Council to order at 8:31am, welcoming members and guests to the Seattle Westin, site of the 2012 IRWA Annual Education Conference in June.

Roll Call: International Secretary, Wayne L. Goss, SR/WA conducted a roll call with International Governing Council members Randy A. Williams, SR/WA Patricia A. Petitto, SR/WA, Lisa R. Harrison, SR/WA, Lee Hamre, SR/WA, Wayne L. Goss, SR/WA, Eric R. Finn, Sq., Carolyn D. Banks, SR/WA, Steven M. Beck, SR/WA, Randy J. De George, SR/WA, Mary Anne Marr, SR/WA, Bernard J. Ward, Patricia F. Thayer, SR/WA, Orest Rojik, SR/WA, Raymond Bennett, SR/WA, Karen Carswell, SR/WA, Janet I. Walker, SR/WA, Nancy L. Halvorson, SR/WA, Alan D. Wurtz, SR/WA, Mark Rieck, Barbara Billitzer, Valerie Fries-Wade, Fred Nasri, CPA and Daniel Stekol all present, along with guests, Rick Pino and Vivian Howell, SR/WA.

Approval of Minutes: The minutes from the September 2011 International Governing Council Meeting were presented and Wayne Goss moved their approval as presented, seconded by Steve Beck. The motion carried. The approved minutes will be posted in their entirety in the 2012 Board of Directors electronic packet, found in the Leadership Resources section of the IRWA website.

Finance Committee Report: Treasurer, Lee Hamre presented IRWA's December Key Measures and financial reports, noting that overall income is ahead of last year by approximately \$100,000, thanks to strong performance in IRWA's focus areas of membership, education and certification.

Ben Ward moved and Pat Thayer seconded a motion to accept the financial reports as presented. The reports were accepted as presented and will be posted to the 2012 Board of Directors web page.

Task Force Updates: Pat Petitto updated the IGC on the Experience Task Force, noting that a conference call had taken place in January with strong participation, reviewing a headquarters generated prior learning assessment. Pat also noted that the IPDC had received a presentation of a new designation software module designed to allow members to manage their individualized certification program and record their education and certification data at each step of their certification pathway. During the next call of the Experience Task Force, members will review the IRWA Generalist pathway to determine if the current matrix is an effective assessment tool.

Lee Hamre reported for the Specialty Certification Task Force, sharing that the development of a segmented market list of IRWA non-members, clients and users of right of way services continues. Working through an outside consulting firm, Regnier & Associates, the task force will ensure that the IRWA has a comprehensive and balanced list of contacts to survey and determine the market value of existing IRWA credentials and the possible need for certification in other disciplines. Once the market segmentation is complete, a questionnaire will be created and survey conducted as phase II of the project.

Lisa Harrison shared an update from the Facilitator Task Force, informing members that an outside consultant had reviewed Course 219, Presentation Skills and noted that the feedback was more appropriate for the facilitator clinic than a presentation skills class, although the feedback was useful overall. Lisa then outlined the process to becoming a facilitator and the continuing education component that will be part of that program.

Budget Review: Treasurer, Lee Hamre presented the proposed 2012 - 2013 budget proposal and accompanying narrative, walking IGC members through each major project.

There was a full discussion around the new process of asking IEC members, region and committee chairs for their input on their respective travel budgets for next year, based on plans in each area. The outcome provided a much more realistic budget, but the need to reduce travel costs overall. IGC members then proceeded to cut IEC, region and committee travel lines to acceptable levels. Next steps are to present the revised budget at all spring forums, making any final adjustments in early May, then present an IGC approved budget to the Board of Directors in June.

IPDC Update: Chair, Janet Walker provided a detailed overview of work of the IPDC, noting that the IRWA's Principles of Right of Way Textbook has been updated and revised in a 2012 desk reference. Each IGC participant was provided with a courtesy copy of the book.

The IPDC and education committees are considering a wide range of new and revised curriculum for the association which includes a Pipeline Personnel Safety Program, designed in coordination with FERC and members of the Pipeline Committee, environmental coursework, a new GIS module, four new valuation courses, three new relocation assistance courses, and C218 for utilities professionals, among others. All curriculum requests will be given full consideration as part of a five-year education plan for the association, following analysis of an independent market survey of the users of right of way services and non-certified right of way professionals.

As mentioned previously, Course 219 Presentation Skills has been delivered and consideration is being given to placing Relocation Assistance Classes 501 and 502 online, once new, more interactive education programming is selected. A new Introduction to Pipeline Development course has been approved to be piloted as a seminar by the developers, with recertification credit. President Williams thanked Janet and the IPDC for their strong effort this year, all to benefit our members and the profession.

ICMC Update: Alan Wurtz, ICMC chair, presented a portfolio of deliverables from the ICMC. Since the last meeting of the IGC, the ICMC has updated IRWA's marketing ads and brochures, developed an IRWA introduction kit for our Top 30 Campaign, along with a New Members Acquisition Campaign.

The ICMC will exhibit at the upcoming Marcellus Shale Midstream Conference in Pittsburg and participate in the Portland AASHTO Conference for the Subcommittee on Right of Way and Utilities. The ICMC is developing a template for use by chapter marketing committees that will include a full tool kit of material, along with key messages for members to share with prospective members and the users of right of way services.

Ethics Committee Update: President Williams provided an update to the IGC, noting that the Ethics Committee has been commissioned to review and revise the ethics program for the association and met most recently in January 2012. Key objectives of the committee are to look at the process for presenting a complaint and the procedures for a proposed expanded international ethics committee to use for investigating and acting when necessary, on those complaints. The Ethics Committee Chair, Bill Dee and Vice Chair, Theresa Brennan will make a full presentation of the committee's recommendations to the IGC at its June meeting.

INEC Update: Nancy Halvorson, INEC Chair provided an update to the IGC, noting that new categories have been added to the IRWA Awards Program for this year, including Government Employer of the Year, Website of the Year and Facilitator of the Year. All award nominations have been received and will be judged in April 2012.

Nancy also reported that the committee is considering upgrading some awards, to be presented at conference and a new Balfour application is being developed. Nancy ended her update by thanking Lisa Harrison and Pinnacle Management Consulting Group, Inc., for committing to an annual grant to the foundations, for this named award, honoring Former IEC Member, Howard Armstrong.

Membership Dues Resolution: General Counsel, Eric Finn, Esq. presented a draft resolution, developed to place membership dues delinquency and suspension penalties, and dates for their implementation, in alignment with the bylaws of the association. After discussing the draft and its intentions to match approved dates for delinquency and suspension, removing late fees for delinquent payments, the final resolution read:

RESOLUTION OF THE INTERNATIONAL GOVERNING COUNCIL

WHEREAS, Article IX, Section 1 of the Bylaws provides that:

“The Board of Directors may establish such dues and fees as are necessary for the fiscal administration of the Association. Such dues and fees, including annual membership dues, certification or designations fees and penalties for late payment and non-payment, shall be established from time to time by resolution of two-thirds of voting members at a meeting of the Board of Directors. Such resolution may also establish dates by which such dues are payable and may establish procedures for distribution of such to the international and/or chapter treasuries.”

AND WHEREAS, Article VII, Section 1 of the Bylaws provides in part that “the IGC shall, between meetings of the Board of Directors (Board) have the authority of the Board in the management of the business of the Association.”

AND WHEREAS, Article III, section 5 provides that membership in the Association shall be terminated by, *inter alia*, nonpayment of dues, fees and annual assessments;

AND WHEREAS, it is necessary that penalties for the late payment and non-payment of fees be established for the 2012 billing cycle and thereafter;

NOW THEREFORE, BE IT RESOLVED that:

1. Beginning with the annual dues for the 2012 dues billing cycle, payment of the annual dues will be required by March 15 of the applicable year.
2. Beginning with the membership for the year 2012, membership shall be terminated for nonpayment of dues on March 16 of the applicable year.
3. After April 15 of the applicable year, there will be a reinstatement fee of \$50.00.

Given the time sensitive nature of this resolution, which required action before the end of February 2012, IGC member Pat Thayer moved and Lisa Harrison seconded a motion that the resolution be approved and implemented immediately. The motion carried by unanimous vote, with one abstention.

Region 2 Forum Feedback and Spring Forum Planning: Region 2 Chair, Steve Beck informed the group that the Region 2 Winter Forum was well attended by more than seventy-five members and no significant issues for action were presented.

The IGC members then reviewed the proposed Spring Forum agenda template, noting that each region will modify the template to meet the needs of its respective region. IEC members will attend each forum, where participants will review the IRWA's new five year strategic plan, 2012-2113 budget proposal and elect region officers, among other business.

Chapter Assistance Program Revision: IRWA Chief of Education, Valerie Fries-Wade shared that at the last IGC meeting, we discussed revising our Chapter Assistance program, so that funds could be allocated on a proactive, fiscal year basis for both continuing education course certification and underwriting for needed, but unproductive classes. She requested that a task force of 2-3 region chairs be established to review and update the program for implementation in fall of 2012. Chris Banks, Pat Thayer and Vivian Howell (alternate) volunteered to participate on the task force, which will meet by phone prior to the June IGC meeting.

Other Business: No other business was presented.

Next Meeting Date: The next meeting of the IGC will take place in Seattle, WA on Saturday, June 9, from 8am – noon, followed by lunch and an afternoon meeting with incoming region chairs, region vice chairs and secretaries and service and education committee chairs and vice chairs from 1pm – 5pm. A thank you dinner will also take place that evening for current international and region leadership.

Adjourn: The IGC meeting was adjourned at 4:57pm.

These minutes prepared by EVP, Mark Rieck, for presentation by Secretary, Wayne L. Goss, SR/WA at the next regular meeting of the International Governing Council.