



Annual Meeting of the International Board of Directors Minutes, June 15, 2011, Atlanta, Georgia

Call to Order: The 2011 Annual Meeting of the International Right of Way Board of Directors was called to order at 1:30pm by International President, Kenneth L. Davis, SR/WA.

Roll Call and Minutes Approval: President Davis recognized International Secretary, Lisa R. Harrison, SR/WA, who shared the names of replacement directors for election as members of the International Board of Directors. Ms. Harrison moved and David Wood, SR/WA seconded that the replacement directors on file with the International Nominating and Elections Committee be elected as presented. The motion carried unanimously. Secretary Harrison then declared a quorum, with 175 voting directors.

President Davis requested approval of the minutes of the previous annual meeting of the IRWA Board of Directors, held in Calgary, Alberta on July 30, 2010. David Wood, SR/WA moved and Sharen Willis, SR/WA seconded that the minutes be approved as presented in the 2011 Online Board of Directors Packet. The motion carried unanimously.

Mr. Davis advised all members that the annual reports of officers and committees are on file at Headquarters and are available for inspection, upon request.

Finance Committee Report: President Davis shared that IRWA financial statements, as well as the details of the 2011-2012 budget were distributed in advance of the board meeting, in the Online 2011 Board of Directors Packet and that our fiscal year will end on June 30, with an audited financial statement distributed in October of this year. Monthly financial statements for the association have been posted on the IRWA website for member review throughout the year, starting last fall. There were no questions regarding the 2010-2011 financial reports for Vice President/Treasurer Patricia A. Petitto, SR/WA, therefore, the 2010-2011 financial report was accepted as presented.

President Davis reported that in spite of the poor economy in the United States and the changing landscape of the Right of Way industry, the association is projecting to end the year on budget as projected.

Acceptance of Reports: Ken Davis reported that the leadership reports of the association were also posted in the Online 2011 Board of Directors Packet on the IRWA website. Those reports were accepted as presented.

On Sunday afternoon, Executive Vice President, Mark Rieck provided a comprehensive report on the status of the association during the Meeting of Members, in addition to the leadership reports posted to the electronic board packet. With no questions regarding Mark's report, it was accepted as presented on Sunday.

Recess of International Board of Directors Meeting: President Davis recessed the International Board of Directors meeting for the purpose of convening the meeting of the Board of Directors of the Right of Way International Education Foundation. Mr. Davis expressed IRWA's appreciation to the Right of Way International Education Foundation, as well as the Canadian Right of Way Education Foundation, for the generous support that they have provided the association in the past year, enabling the organization to present updated and new programming to more members, world-wide.

Call to Order of Board of Directors of the Right of Way International Education Foundation (RWIEF): RWIEF President, David Sinclair, SR/WA took the stage and thanked the association and acknowledged the trustees of the foundation for their service during the past year. Mr. Sinclair reported revenue of \$1.2million for the foundation and thanked all the donors who have contributed to that total as well as the 137 golfers who participated in the golf tournament held on Tuesday afternoon. David also reported the success of the Auction/Casino Night, noting that \$19,670 had been raised. Mr. Sinclair then introduced the officers of the Right of Way International Education Foundation, New President, Carol Croft, SR/WA, Vice President, Craig Porker, SR/WA, Treasurer, Clyde Johnson, SR/WA and Secretary, Mike Pattison, SR/WA, along with the rest of the RWIEF board. Ron Barker, SR/WA was presented to complete the term of Vicki Turpin, through 2012. Tom Benson, SR/WA moved and Ron Williams, SR/WA seconded that Mr. Barker be elected to the RWIEF board, which was unanimously approved.

Mr. Sinclair and Clyde Johnson accepted a number of checks from chapters in both the United States and Canada, noting that the foundation was looking forward to funding new grants in the future, based on the outcome of the Specialty Certification Task Force and the internal and external market survey that will be conducted this summer/fall.

David thanked the trustees for working with him during his term as RWIEF President and Tom Benson, SR/WA and Jeff Triplett, SR/WA for involving him in the work of the foundation back in 1998. Mr. Sinclair also thanked the supporters of the RWIEF for growing the foundation from \$558,000 to \$1,269,000 during that time, while funding more than \$1,300,000 in projects over that period of time.

Incoming RWIEF President, Carol Croft, SR/WA then addressed the Board of Directors, sharing that the foundation is in the business of funding education and building world-class programming. She went on to point out that the cost of education continues to increase and will require additional support in the future. The focus of the foundation will be to generate new and ongoing contributors to the RWIEF and further the right of way profession, going forward.

Adjournment of the RWIEF Board of Directors Meeting: With no further business, the Foundation Board of Directors meeting was adjourned.

Reconvene IRWA Board of Directors Meeting: International President Davis reconvened the IRWA International Board of Directors Meeting, noting that the Canadian Right of Way Education Foundation (CRWEF) has also been actively supporting IRWA education and programming, funding the development of Canadian classes as well as the larger effort to convert classroom courses to online access and the development of the IRWA Leadership Institute. Mr. Davis then recognized Richard Schatz, SR/WA, President of the Canadian Right of Way Education Foundation, inviting him to the stage to share his remarks.

Report from the Canadian Right of Way Foundation (CRWEF): CRWEF President, Richard Schatz thanked President Davis and the association for the strong partnership enjoyed by our organizations.

Mr. Schatz went on to thank CRWEF 2010-2011 board members, introducing trustees Stewart Anderson, SR/WA Brenda Becker, SR/WA, Orest Rojik, SR/WA, Murray LeGris, Karen Carswell, SR/WA, and Brodie Allen, SR/WA, then introduced 2011-2012 officers, President, Stewart Anderson, Vice President, Brenda Becker and Treasurer, Dawn Mcfee, SR/WA.

Mr. Schatz expanded on the CRWEF commitment to education, outlining their \$154,653 in funding for Environment and Law courses, support for the Leadership Institute, online course conversion and completion of the Principles of Right of Way Text. The Environment Course 606C has already been piloted and Law Course 803C will be piloted in Region 10 this September. Rick also recognized Chapter 29, Toronto, ON as a major sponsor of that material with a gift to the foundation of \$25,000 last year.

Lucas Segal was awarded the foundation's first student scholarship and the board approved increasing funding for that award from \$1,000 to \$2,500, for next year's program. Rick then accepted financial donations to the foundation from chapter and sponsor representatives, concluding his remarks with thanks to all who have and continue to support the Canadian Right of Way Education Foundation.

New Business: President Davis thanked Rick for his service as president of the foundation and moved on to new business.

The first item of new business was the selection of the Host City for the 2016 Annual International Education Conference. Nashville, Tennessee, Omaha, Nebraska and Virginia Beach, Virginia each made a presentation to the Board of Directors and following a vote of the directors, Nashville, Tennessee was selected as host city for the 2016 event.

The IEC/IGC minutes from the past year have been posted on the website by headquarters and minutes of the most recent meetings held last week were distributed during the region caucuses on Sunday, along with a summary of events prepared by the secretary. President Davis requested a motion to ratify the actions of the IEC and IGC since the June 2010 Board of Directors meeting in Calgary which was made by Gene Land, SR/WA and seconded by Susan Serdahl, SR/WA. The motion was approved by unanimous vote.

Two resolutions were presented, requiring support by a two-thirds majority of directors to pass. The first was a dues resolution, beginning with the 2012 dues billing cycle in November 2011, annual international dues for the association shall be increased for active and senior members to \$205 and \$220 respectively. The motion to accept the dues increase was made by Mary Anne Marr, SR/WA and seconded by Steve Beck, SR/WA. The motion carried as presented.

The second motion was related to the selection of the site of the annual conference, providing for the region rotation of the event, beginning in 2014. The motion to accept the resolution was moved by Ron Williams, SR/WA and seconded by Ray Bennett, SR/WA. The motion failed to receive a sufficient number of votes and was defeated.

President Davis then called on Treasurer, Patricia Petitto, SR/WA to present the proposed 2011-2012 budget. Ms. Petitto reported that the finance committee met three times during the fiscal year and provided monthly oversight for the budget of the association. Pat further reported that the proposed budget aligned with our strategies to increase the visibility of the IRWA, its members and its certified and designated members to the users of right of way services, provides for the development of new education programming and revision of existing programming as well as creating leadership

development material that will be delivered across the association. Treasurer Petitto moved that the proposed budget with projected income of \$4,562,890 and projected expense of \$4,559,434, with a net contribution to surplus of \$3,456 be accepted as presented. The motion was seconded by Susan Serdahl, SR/WA. Discussion included a question from Gordon Gibson, SR/WA regarding whether or not the budget had been circulated to all delegates. President Davis noted that the budget, along with a budget narrative had been distributed through Leadership Links to all international directors starting in March and was posted to the IRWA 2011 Board of Directors online packet of information. In addition, Mr. Davis asked each region chair to stand and certify that they had distributed the budget and discussed it in each of their spring forums. Each region chair certified that they had done so. With no additional discussion, the 2012 budget proposal was approved as presented.

Mr. Davis then invited Charles Anderson, SR/WA, Chair of the International Nominations and Elections Committee to the podium, for a report of the committee. Mr. Anderson reported that a slate of International Officers had been vetted and proposed as follows:

- International President Elect, incumbent IEC officer, Patricia Petitto, SR/WA
- International Vice President, incumbent IEC officer, Lisa Harrison, SR/WA
- International Treasurer, incumbent IEC officer, Lee Satterfield Hamre, SR/WA
- International Secretary and IEC officer, Mary Anne Marr, SR/WA

President Davis began the election process by calling for nominations from the floor for the position of International President Elect, to contest the INEC recommendation of Patricia Petitto, SR/WA. Hearing none, the position of International President Elect was closed, with Pat Petitto the only candidate, moved by Sandy Grigg, SR/WA and seconded by Stephanie Rankin, SR/WA. The motion carried by unanimous vote, making Ms. Patricia A. Petitto, SR/WA the new International President Elect.

Next, Mr. Davis called for nominations from the floor, for the position of International Vice President, to contest the INEC recommendation of Lisa R. Harrison, SR/WA. Hearing none, the position of International Vice President/Treasurer was closed, with Lisa Harrison the only candidate, moved by Faith Roland, SR/WA and seconded by Stephanie Rankin, SR/WA. The motion carried by unanimous vote, making Lisa R. Harrison, SR/WA the new International Vice President.

Next, President Davis called for nominations from the floor, for the position of International Treasurer, to contest the INEC recommendation of Lee Satterfield Hamre, SR/WA. Hearing none, the position of International Treasurer was closed, with Lee Satterfield Hamre, SR/WA the only candidate, moved by Faith Roland SR/WA and seconded by Stephanie Rankin, SR/WA. The motion carried by unanimous vote, making Lee Satterfield Hamre, SR/WA the new International Treasurer.

Next, Mr. Davis called for nominations from the floor, for the position of International Secretary, to contest the INEC recommendation of Mary Anne Marr, SR/WA. Wayne Goss, SR/WA was presented by Georgia Snodgrass, SR/WA and seconded by Alan Wurtz, SR/WA. With no further nominations, the position of International Secretary was closed, with Mary Anne Marr and Wayne Goss the proposed candidates. Each candidate was then given the opportunity to address the board and five supporters for each candidate were also given the opportunity to speak. Following the presentations, a written vote was conducted by the INEC and Wayne Goss, SR/WA was voted the new International Secretary.

President Davis congratulated the 2012 officers, to be lead by President-Elect, Randy Williams, SR/WA and reported that Eric Finn, Esq. had agreed to serve as International General Counsel for 2011-2012.

Ken Davis then called Annual Conference Co-Chair, Cheryl M. Lee, SR/WA to the stage for the presentation of the local charity, Dream House. Laurie Wood addressed the directors and thanked the IRWA for its contribution of \$2,743 for the charity. Cheryl Lee thanked Ms. Wood for her participation in the conference and announced that there were 1,026 in attendance for the Annual Education Conference this year.

President Davis thanked Cheryl, Co-Chair, Joe Neighbors, SR/WA and all the Atlanta Chapter volunteers for their execution of a great annual conference. Ken then invited International Secretary, Lisa Harrison to the stage to present members nominated by their respective regions to serve as International Region Officers. Ms. Harrison presented the following slate of Region Officers:

- Region One: Chair, Carolyn (Chris) Banks, SR/WA and Vice Chair, Vivian Howell, SR/WA
- Region Two: Chair, Steve Beck, SR/WA and Vice Chair, Georgia Snodgrass, SR/WA
- Region Three: Chair, Randy De George, SR/WA and Vice Chair, Mike Murray, SR/WA
- Region Four: Chair, David Wood, SR/WA and Vice Chair, Richard Pino
- Region Five: Chair, Mary Anne Marr, SR/WA and Vice Chair, Jeffrey Jones, SR/WA
- Region Six: Chair, Ben Ward and Vice Chair, Sharen Willis, SR/WA
- Region Seven: Chair, Patricia Thayer, SR/WA and Vice Chair, Kerri Wittman, SR/WA
- Region Eight: Chair, Orest Rojik, SR/WA and Vice Chair, Murray LeGris
- Region Nine: Chair, Ray Bennett, SR/WA and Vice Chair, Mike Anders, SR/WA
- Region Ten: Chair, Karen Carswell, SR/WA and Vice Chair, Brodie Allen, SR/WA

President Davis thanked Ms. Harrison and requested nominations from the floor. Hearing none, Mr. Davis declared the above individuals elected to their respective offices by the International Board of Directors, by acclamation.

Mr. Davis then welcomed President-Elect, Randy Williams, SR/WA to the podium to announce the appointments of the 2011-2012 committee chairs and vice chairs, all of whom have been approved by the IEC.

- International Ethics Committee: Chair, William Dee, SR/WA and Vice Chair, Theresa Brenan
- International Marketing and Communications Committee: Chair, Alan Wurtz, SR/WA and Vice Chair, Kenneth Davis, SR/WA
- International Nominations and Elections Committee: Chair, Nancy Halvorson, SR/WA and Vice Chair, Kevin Paul, SR/WA
- International Professional Development Committee: Chair, Janet Walker, SR/WA and Vice Chairs, David Layne, SR/WA and Sheryl Badin, SR/WA
- International Asset Management Committee: Chair, Robert Drayton, SR/WA and Vice Chair, Sue Findley, SR/WA
- International Environment Committee: Chair, Della Berwanger and Vice Chair, John Hooson
- International Local Public Agency Committee: William Busch, SR/WA and Vice Chair, Leslie Finnigan, SR/WA
- International Pipeline Committee: Chair, Neilia LaValle and Vice Chair, Jane Ann Byroad
- International Relocation Committee: Chair, Donna Harrison, SR/WA and Vice Chair, Janet Cruppi, R/W-RAC
- International Surveying Committee: Chair, John Alexander, SR/WA and Vice Chair, Julie McDonald

- International Transportation Committee: Chair, Chris Pawloski, SR/WA and Vice Chair, John Campbell, SR/WA
- International Utilities Committee: Chair, Glen Winfree, SR/WA and Vice Chair, Ana Rausch, SR/WA
- International Valuation Committee: Chair, Randy Seale, MAI and Vice Chair, Orell Anderson, MAI

Committee members were welcomed with a full round of applause and President Davis then invited Incoming International President, Randy Williams, to share his comments on taking the presidency of the association. Incoming President Williams acknowledged and thanked Ken for his strong leadership and partnership over the past four years. Mr. Williams thanked the board noting what an honor it is to be serving both the membership and the profession and then shared that we are constantly reexamining and evolving our organization to meet the needs of a changing membership in a changing marketplace. Our goal remains to serve our members, promote the IRWA and membership to the users of right of way services and continue to raise the bar for the profession.

Ken Davis thanked Randy for his remarks, noting we would hear more from Randy at the Installation Banquet, then invited Chapter 22 President Susan Sears to the stage and presented her with a check for \$10,000 for hosting this year's conference and thanked Susan and all her volunteers, along with Conference Co-Chairs, Cheryl Lee, SR/WA and Joe Neighbors, SR/WA for producing such a successful event. Susan then further recognized the event co-chairs and all the volunteers who contributed to the event from both the chapter and the region.

Other Business: President Davis asked for other business and hearing none reminded members that we will continue with our classroom curriculum revision project, the work of the Specialty Certification and Designation Task Force and the Facilitator Task Force project next fiscal year.

Next Scheduled Meeting: President Davis shared that our next board meeting will take place on June 13, 2012, in Seattle, Washington.

Adjourn: With no further business, Mr. Davis asked for a motion to adjourn. Moved by Doc Weathers, SR/WA and seconded by Steve Beck, SR/WA, the Board of Directors Meeting of the International Right of Way Association was adjourned at 4:00pm.

These minutes were developed by EVP Mark Rieck, reviewed and approved by Secretary, Wayne Goss, SR/WA and will be posted on the IRWA website for review and approval at the next Board of Directors meeting, scheduled to take place on June 13, 2012 in Seattle, WA.