



International Governing Council Meeting
Sunday/Monday, September 15/16, 2013
San Diego, California

Welcome and Call to Order: The meeting of the International Governing Council was called to order by President Lisa Harrison, SR/WA in San Diego, California at 1:03pm.

Roll Call and Approval of Minutes: International Secretary, Jerry Colburn, SR/WA conducted a roll call of IGC members and captured staff and guests:

IGC Members: Lisa Harrison, SR/WA, Lee Hamre, SR/WA, Wayne Goss, SR/WA, Mary Anne Marr, SR/WA, Jerry Colburn, SR/WA, Eric Finn, Esq., Vivian Howell, SR/WA, Georgia Snodgrass, SR/WA, Mike Murray, SR/WA, Richard Pino, Jeff Jones, SR/WA, Sharen Willis, SR/WA, Kerri Whittman, SR/WA, Mike Anders, SR/WA, Murray LeGris and Brodie Allen, SR/WA.

Senior Staff: Mark Rieck, Daniel Stekol, Barbara Billitzer, Fred Nasri, and Deidre Alves.

Guests: Muzi Shange, Janet Parks, SR/WA, Brad Krabel, SR/WA, C. Wayne Larsen, SR/WA and Rakhshan Mazarei, staff.

Vivian Howell, SR/WA moved and Jeff Jones, SR/WA seconded a motion to approve the minutes from the June 22, 2013 International Governing Council Meeting as presented. The minutes were approved.

Conference Planning: Lee Hamre, SR/WA facilitated a debrief on the concentrated Conference planning effort, designed to align IRWA education sessions in four industry tracts which will allow the association to begin marketing the 2014 Hartford Conference to the Pipeline, Utility, Transportation and Local Public Agencies communities as early as this fall. Forty-four sessions were agreed upon, with additional sessions ranked and recorded as back-ups.

Specific feedback captured from members regarding the pilot Conference planning experience was to enhance room logistics with flip charts and more seating for the interactive sessions and add fields to the session application document for target market, experience level of participant and learning objectives.

It was also suggested that the IRWA consider purchasing software to capture session and presenter data in a consistent format, along with the potential to add one discipline specific topic per community of practice, wild card sessions and leadership programming. Approved sessions will be placed into industry and leadership tracts and distributed to industry and community of practice chairs for recruitment and development. There was also a suggestion that Industry Chairs should have the opportunity to present sessions to the IGC.

Finance Considerations: Treasurer, Mary Anne Marr, SR/WA reported that the IRWA annual audit was conducted in August by the accounting firm of Mann, Weitz and Associates, LLC and the report was received by the Finance Committee in advance of the IGC meeting. Following a review of the audit report, Mike Murray, SR/WA moved and Sharen Willis, SR/WA seconded a motion to accept the audit report. The audit report was

accepted and will be posted on the 2014 IRWA Board of Director webpage.

EVP, Mark Rieck then provided an IGC primer on IRWA's financial reports, walking members through the detail of IRWA's Key Measures, financial summary and balance sheet. IRWA financial performance is very strong at the beginning of the new fiscal year with net income having more than doubled from last year's actual results at this time. Chapter education and membership production is strong and while online education and credentialing performance are lagging behind aggressive budget targets, both are expected to pick up in the coming months.

Mary Anne Marr led a discussion on how to best fund IRWA committees and communities of practice leadership going forward, with the potential for funding participation of more leaders, like region industry experts and community of practice vice chairs, over time. The IGC agreed that the best funding model is one that provides partial funding to one meeting and Conference, annually. Funding models will be developed by the Finance Committee and shared with the IGC that include funding more leaders incrementally by growing IRWA's top line income. The Finance Committee will also consider possible incentives for active leaders who meet their deliverable goals each year.

IRWA VP, Field Operations, Daniel Stekol then briefed members on the ongoing efforts by the association to comply with IRS reporting requirements for IRWA chapters. Specific requirements presented to chapter leadership are:

1. All checks exceeding \$600 must have two signatures. If that is not feasible, then the Chapter President must approve the issuance of such checks in writing, based on his/her review of supporting documents, and Chapter Treasurer sign it. Monthly financial statements, monthly bank reconciliations, and the financial package provided to the Headquarters for the preparation of Group Return must also be signed by the Chapter President and Treasurer.
2. All chapter transactions must be recorded on a contemporaneous basis. This means that all transactions must be recorded within two weeks of transaction dates.
3. Chapter presidents must log into QuickBooks Online (QBO) periodically, but not less than once a month, to review chapter transactions for reasonableness, timeliness, and completeness. They must keep a note of their review; including dates, questions asked of the Chapter Treasurer, and responses received. Chapter Presidents must inform their board of any significant non-compliance, or apparent weaknesses in their chapters' procedures and processes.
4. Chapters are prohibited from obtaining credit card(s) for their chapters, and must cancel them if they currently use credit cards.

To ensure that chapters are complying with these requirements, IRWA's CFO will select a chapter to review their QBO transactions, every other month, make unannounced visits to two chapters during each fiscal year and review completed and signed bank reconciliations for reasonableness of expenditures, payees, revenue amounts, and sources in line with expectations.

The Association files a Group Return with the IRS for all chapters and it is an IRS procedural

requirement, in allowing this, that all chapters use “the same tax year as the central organization.” Those chapters that have not amended their bylaws to bring them into conformity with the Association’s fiscal year of July 1 to June 30 have been instructed to do so immediately. This direction was provided by the International Executive Committee pursuant to Article VIII, Section 3 of the International Bylaws and it is the responsibility of the chapter executive board, acting through the chapter secretary, to comply with all of the requirements as set out in IRWA’s bylaws.

Proposed Communities of Practice: President Harrison led a discussion regarding IRWA’s new Communication Model, noting that leadership identified five potential new communities of practice (CoPS); Acquisition, Administration, Law, Project Management and Title. Members discussed the value and appropriateness of considering each area as a community of practice and took a straw poll, identifying Acquisition and Title as the top CoPs to consider adding to the IRWA Communication Model. Formal action on adding new communities of practice will take place at a future IGC meeting.

Committee and Task Force Deliverables: A discussion on deliverables was tabled for future discussion.

International Relations Group Update: Mary Anne Marr provided a report, noting the International Relations Group (IRG) has completed its first year of identifying, contacting and cultivating IRWA members and future chapters outside Canada and the United States. Many lessons have been learned related to how we welcome our new members to the Annual Education Conference, growth of our International Luncheon, our experience with Saudi Aramco and the new German presence with the Institute for Underground Infrastructure (IKT).

South Africa – The South Africa chapter continues to be active and dynamic. One of Chapter 83’s goals for this year is to have a new IRWA Region in Africa. Ernest Grunewald recently traveled to Namibia for a Southern African Power Pool meeting and a number of Southern African countries were represented and have received information on how to form a chapter. South Africa, through Ernest and IRWA colleagues, have also helped rewrite Course 100 to adapt the course to South Africa law and culture. This adaptation may well serve as the model to adapt our courses for individual countries.

Nigeria – We had a positive conference meeting with the Nigerian contingent and they expressed their desire to form an IRWA Chapter during this coming year. We have had thirty Nigerians pay their annual dues. The lead member for the IRWA in Nigeria is Charles Ebiai. Charles has requested that IRWA send a representative to a one-day seminar being held in Nigeria in November. The IRWA has positively responded to this request and Ernest Grunewald and Muzi Shange (from Chapter 83) will attend on the behalf of the IRWA. Lisa Harrison will also record a video expressing the IRWA’s support for the formation of a Nigerian chapter.

Germany – Our relationship with the IKT in Germany has progressed to the point of the IRWA signing a MOU. We had an excellent meeting with Bert Bosseler in Charleston and Bill Busch is the lead for the relationship team with the IKT. Bill Busch will be leading a team of 3 IRWA and 3 IKT members to develop a white paper on underground infrastructure management.

Saudi Aramco – The Saudis hosted our course 100 this past spring and plan for twenty-four more students in a class this next spring. We had substantive meetings with the Saudis in Charleston and they have stated that they are interested in forming a chapter.

FIABCI – FIABCI is moving forward to promote their FIREC designation and we anticipate it will take some time to get traction. This fall they are going to have a marketing push for both membership and for their designation. It appears that China is where the most interest for their designation is coming from at this moment, although Russia offers them substantial opportunities (as does much of Eastern Europe). FIABCI offers us the opportunity to market the IRWA through their members and our courses count towards their designation. FIABCI is also an NGO (Non-Governmental Organization) with the UN. As such, the IRWA has representation in the UN as we are a principal member of FIABCI. We are also looking to FIABCI to assist with introductions to the World Bank in support of understanding international lending standards for infrastructure projects. World bank requirements may serve as a platform to incorporate into new course material.

Region 11 Development: Muzi Shange, President of South Africa Chapter 83 shared a report on the priorities for his new chapter and the development of a Southern Africa region in 2014.

With 141 members, growing membership is a top priority for Chapter 83 and the executive committee has created a "Recruiter of the Year" award for the member who brings in the most new paid members. The current leader has recruited fifteen new members this year. The chapter is also focused on maximum participation in IRWA education programs and the development of subcommittees at the chapter level. A third goal is to become an accredited education provider in South Africa, so IRWA courses are recognized at the national level. The chapter is also working directly with the South African Government to create an infrastructure Development Bill similar to the Uniform Relocation Act in the United States.

Working in partnership with IRWA HQ, Chapter 83 representative Ernest Grunewald participated in a meeting of the Southern African Power Pool, in Walvis Bay, Namibia on September 2-4, 2013. Seventeen countries in all were represented and all are interested in forming IRWA chapters for their right of way professionals, with the ultimate goal of petitioning the IRWA Board of Directors to establish a Region 11 at its June 2014 meeting. Ernest and Muzi Shange will represent the association at the planned launch of an IRWA chapter in Nigeria in November of this year, with thirty founding members.

Fall Forum Planning: President-Elect, Lee Hamre conducted a planning session for upcoming fall forums. Region chairs will continue to introduce IRWA's chapter incentive plan, reinforce IRS compliance requirements and roll out our new alignment plan for regions, committees and chapters, among other business items.

Education Program Briefing: V.P. Professional Development Deidre Alves, M.Ed. provided a briefing for members, noting that IRWA has entered year-one of a Five-Year Education Plan and education new product development, revision and acquisition is right on schedule.

The association has selected three Instructional Designers, shot its first Video Enabled Integrated Technology product, begun development of an oil & gas course, redrawn sixty-seven new scaled graphics for the 900 Series engineering courses, updated relocation course C504 and begun C502. The association has successfully negotiated with an outside provider for a new Community Engagement class, established a new host for our online education and set up a single sign-on feature for our members through the IRWA website. Members viewed a segment of the new IRWA video program, C213 Conflict Management.

RWIEF Foundation Support: President Harrison led a discussion noting that Education has always been a top priority for the IRWA, and the association just launched a new five-year education plan, with the goal of creating up to fifty new products for our members. The cost of this program is estimated at \$1,200,000.

The IRWA partners with the RWIEF to fund the development of IRWA education programming because the RWIEF is a 501(c) 3 charity and gifts to the foundation are tax deductible for contributors. The IRWA is a 501(c) 6-membership association and gifts to The RWIEF has a current fund balance of \$1,200,000 and takes in approximately \$200,000 per year through member and chapter donations and special events.

The foundation has contributed over \$750,000 in the past five years, funding new and revised education products, industry surveys and IRWA's Leadership Institute. The foundation works in partnership with the IRWA and most projects are shared with each entity funding 50% of the project. Together we have invested nearly \$1,500,000 in new programming since 2008.

In support of the Charities of Choice program, the IGC would like to see our chapters align their charitable giving with the mission of our association and support the RWIEF in the United States. The RWIEF has committed \$140,000 for this year's education plan, matched by the IRWA, and the IGC discussed the need accelerate funding, in order to fully realize our potential within the industries served by the association.

IGC members discussed various methods of generating support, from a national chapter campaign with regional goals to direct marketing to industry partners. Presentations promoting foundation support will be made by IEC members at upcoming forums and IGC members and staff will develop a toolkit for solicitation, going forward.

Accreditation Project Update: Vice President, Wayne Goss, SR/WA reported that the IRWA has initiated a new accreditation project, designed to centrally coordinate continuing education credits for multiple chapters/states and disciplines. An Accreditation Program Manager has been hired at HQ and data is being gathered from chapters to establish a strategic plan to offer accredited IRWA education programming for members and other real estate professionals interested in expanding their business opportunities.

Young Professionals Project: Region 10 Chair, Brodie Allen, SR/WA reported on a special project he is leading to create a new strategy to engage young professionals in the Association. A draft vision has been established making the Young Professionals Task Force the first resource for current IRWA Leadership and Young Professionals alike to effectively engage Leadership and facilitate the development and integration of Young Professionals in to active roles within the IRWA.

Committee role commitments are to create comfort for YP's to participate in the IRWA as members, recruit YP's into active roles in the association and provide input into and aid in influencing enhancements to current structures in order to create appeal for young professionals. In defining the Young Professional the association should:

- Avoid age definition
- Avoid experience definition
- Self define and the culture in the group will build itself
- Create the definition in the form of a Marketing Approach that asks the following questions:
 - 1) Are you developing your skills in the Right of Way profession and would like to surround yourself with likeminded individuals?
 - 2) Are you interested in joining the IRWA, new to the IRWA or interested in becoming a more active IRWA member?
 - 3) Are you passionate about continually educating yourself, enhancing your skillsets and having your hard work and studies acknowledged?

- 4) Do you want to create a network of individuals that you can work, knowledge share, grow your career and build friendships with?
...then the YP Group is for you!

Initial Goals to be finalized are:

- Awareness campaign with two objectives:
 - 1) Recruit current IRWA members to participate
 - 2) Recruit new non-members to the Association
- Define and Execute a YP Event for 2014
 - 3) Goal to balance Independence with Integration
- YP Workshop at Conference as a 'How to?' for the YPs (as defined)
 - 4) 1.5hr module...not the 'first timers', been a couple of times as well
- What is in it for me?
 - 5) Tool is a must in order to gain individual and employer support
- Annual gathering
 - 6) A flagstone meeting where networking and business combine
 - 7) NOT an Event
 - 8) Model after the Pipe Committee Successes w/tweaks
- Market Research
 - 9) Review other Young Professional groups and what makes them successful
 - 10) Apply concepts and approaches to this group
- IEC/IGC Buy-in & Plan Approval
 - 11) Ensure the longevity of the committee by providing structure and vision that is easy to approve and support...aka, you're crazy if you don't think this is cool

IGC Members provided Input and feedback on status to date and an update will be provided at upcoming region forums. Lee Hamre moved and Jeff Rick Pino seconded a motion to approve the Young Professionals development plan in concept. The motion carried. Next steps for the Young Professionals Task Force will be to reconvene and finalize goals, then lay out the details in a timeline and execution plan.

President Harrison thanked Brodie for the work he and the task force have done to date to reach and engage this important IRWA constituency.

Dissolution of Chapter 76: Region 6 Chair, Sharen Willis, SR/WA provided an IGC briefing on Chapter 76 in Southern Florida, which has struggled for some time now. It has been determined that it is best to dissolve the chapter and transfer interested members to other Florida chapters. Everyone in attendance agreed that the dissolution of Chapter 76 was done in an extremely professional and caring manner.

Sharen moved and Jeff Jones seconded a motion to dissolve Southern Florida Chapter 76, transfer interested members to other chapters and distribute the remaining chapter treasury, based on member transfers. The motion carried unanimously.

Other Business: There was no other business presented to the IGC.

Upcoming Meetings: Lisa noted that the International Governing Council is scheduled to meet three times this fiscal year and the Finance Committee is meeting quarterly. The next meeting of the IGC will take place back in San Diego, CA on Saturday, February 22, 2014.

Adjourn: With no further business, the meeting was adjourned on Monday, September 16, 2013 at 11:57am.

Minutes reviewed and approved by IRWA International Secretary, Jerry Colburn, SR/WA for presentation at the next regular meeting of the International Governing Council.

Signature

Date