



Annual Meeting of the International Board of Directors Minutes, June 25, 2014 Hartford, Connecticut

Call to Order: The 2014 Annual Meeting of the International Right of Way Board of Directors was called to order at 1:30pm by International President, Lisa Harrison, SR/WA.

Roll Call and Minutes Approval: President Harrison recognized International Secretary, Jerry Colburn, SR/WA, who shared the names of replacement directors for election as members of the International Board of Directors. Mr. Coburn moved and Jeff Jones, 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 Colburn then declared a quorum, with 155 voting directors present.

President Harrison requested approval of the minutes of the previous annual meeting of the IRWA Board of Directors, held in Charleston, West Virginia on June 26, 2013. Jerry Colburn moved and Wayne Goss, SR/WA seconded that the minutes be approved as presented in the 2014 Online Board of Directors Packet. The motion carried unanimously.

Lisa Harrison advised all members that the regular reports of officers, committees and communities of practice are available anytime on the IRWA website.

Finance Committee Report: President Harrison shared that IRWA financial statements, as well as the details of the 2014-2015 budget were distributed in advance of the board meeting in the Online 2014 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. As is our practice, 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 2013-2014 financial reports, therefore, the overview 2013-2014 financial report was accepted as presented.

Lisa Harrison reported that the Association has enjoyed another very successful year with the introduction of year-one of our five-phase curriculum design plan. Following this year's Annual Conference we anticipate exceeding our projected net income for the year.

Acceptance of Reports: President Harrison reported that the leadership reports of the Association were also posted in the Online 2014 Board of Directors Packet on the IRWA website. Those reports were accepted as presented.

Recess of International Board of Directors Meeting: President Harrison recessed the International Board of Directors meeting at 1:45pm, for the purpose of convening the meeting of the Board of Directors of the Right of Way International Education Foundation. Lisa talked about the Association's appreciation of the Right of Way International Education Foundation, as well as the Canadian Right of

Way Education Foundation, for their ongoing support and partnership again this year, enabling the organization to present updated and new programming to a record number of members and non-members, with a growing audience around the world.

Call to Order of Board of Directors of the Right of Way International Education Foundation (RWIEF): RWIEF President, Carol A. Croft, SR/WA began her remarks by introducing the foundation's Lum Award. This prestigious honor is presented by the trustees of the Right of Way International Education Foundation for significant contributions to education within the right of way profession. The award was established in 1976 by Louise and Y. T. Lum and is presented on a biannual basis. Along with a plaque, the honoree receives a check in the amount of \$500. Carol then announced Carol L. Brooks, SR/WA as this year's awardee, noting that Carol is an IRWA Master Instructor, teaches all over the world and is a role model for instructors everywhere. Ms. Brooks accepted the award and shared her heartfelt thanks for the honor.

RWIEF President Croft then reported that the foundation has been very active this year with full implementation of its new brand and website, visitation to all IRWA's region forums and successful campaigns and special events to support the mission of the foundation to fund curriculum and leadership development, including the Monday night event held in Hartford which raised \$46,475. Currently the foundation has \$1,250,711 in assets and \$150,000 in restricted funds with \$370,000 committed to IRWA education projects.

The foundation presented trustees Clyde Johnson, SR/WA, Keith Shorey, SR/WA and Carol Croft, SR/WA for re-election and Richard Pino for election. Gene Land SR/WA made a motion for the re-election of the existing trustees and the election of Richard Pino, with Faith Roland, SR/WA providing a second. The motion carried with a unanimous vote of the IRWA Board of Directors.

Carol reported that during its trustees meeting, the RWIEF decided to continue its SARPA Scholarship, renaming the award the "SARPA Scholarship presented by the RWIEF". Going forward the program will recognize the Professional of the Year in each region and each awardee will receive a \$500 scholarship for continuing education and/or participation in the IRWA Annual Education Conference. Carol went on to share that education, ethics and best practices are at the heart of what the IRWA stands for and the Right of Way International Education Foundation embodies. Following her remarks, RWIEF trustee Ron Barker, SR/WA and Treasurer, Clyde Johnson, SR/WA accepted gifts from chapters and individuals from both the United States and Canada.

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

Reconvene IRWA Board of Directors Meeting: International President Lisa Harrison 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 new video powered education program Course 100, Principles of Land Acquisition, introducing a new concept called condensed learning that allows participants to gain the knowledge and education units of a traditional four day course in half the time. Lisa then welcomed Sandy Grigg, SR/WA, President of the Canadian Right of Way Education Foundation, to the stage to share his remarks.

Report from the Canadian Right of Way Foundation (CRWEF): CRWEF President Grigg thanked Lisa and the Association for the strong partnership enjoyed by our organizations. Sandy went on to acknowledge

all those who teach and those who develop and support education programming and introduced CRWEF officers and board members Vice President, Dawn MacDougall, SR/WA and Treasurer, Bill Giese, SR/WA, along with Sharon Slauenwhite, SR/WA and Brian Taylor, SR/WA.

President Grigg shared key initiatives for the coming year, noting that the foundation would be creating a website, working with the Canadian Revenue Association to achieve tax-exempt status and the retention of its non-profit incorporation. Mr. Grigg shared that the foundation is celebrating its 35th anniversary this year and then officers Bill Giese and Dawn MacDougall proceeded to accept gifts from chapter members from both Canada and the United States.

New Business: President Harrison moved on to new business, sharing that the International Governing Council minutes from the past year had been posted on the website and minutes of the most recent meetings held last week were distributed during the region caucuses on Sunday, June 21, 2014 along with a summary of events for the year. Lisa requested a motion to ratify the actions of the IGC since the June 2013 Board of Directors meeting in West Virginia, which was made by Randy Williams, SR/WA and seconded by Faith Roland, SR/WA. The motion was approved by unanimous vote.

Next, Lisa invited IRWA's VP of Field Services, Daniel Stekol and the firm providing electronic voting devices for the meeting to demonstrate their use by conducting test votes among the board of directors. President Harrison then called on Secretary Jerry Colburn to present the proposed 2014-2015 budget on behalf of Treasurer, Mary Anne Marr, SR/WA. Mr. Colburn reported that the finance committee met three times during the fiscal year and provided monthly oversight for the budget of the Association. Jerry shared that the proposed budget aligned with our strategies to increase the visibility of the IRWA and its members, provide for the continued development of new education programming and support the governance of our Association. Jerry Colburn moved that the proposed budget be approved as circulated and presented. The motion was seconded by Mike Anders, SR/WA. With no additional discussion, the 2014 – 2015 budget proposal was approved as presented.

Next, President Harrison introduced two bylaw resolutions to be put before the board. Lisa then asked IRWA General Counsel, Eric Finn, Esq. to present the first resolution, Dues. Following the presentation, Vivian Howell, SR/WA moved and Sharen Willis, SR/WA seconded the motion. The motion passed as presented.

Mr. Finn then presented the second recommendation, regarding Region Vice Chairs. Wayne Goss moved and Lee Hamre seconded the motion, which was accepted.

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

- International President Elect, incumbent IEC officer, Wayne Goss, SR/WA
- International Vice President, incumbent IEC officer, Mary Anne Marr, SR/WA
- International Treasurer, incumbent IEC officer, Jerry Colburn, SR/WA
- International Secretary Candidates, Tamara Benson, SR/WA; Vivian Howell, SR/WA and Jeff Jones, SR/WA.

President Harrison began the election process by calling for nominations from the floor for the position of International President Elect, to contest the INEC recommendation of Wayne Goss, SR/WA. Hearing none, the position of International President Elect was closed, with Wayne Goss the only candidate,