

by Carrol McCracken

1. Call to Order: Meeting was called to Order at 10:04 a.m., PST by IGC Vice President, Sharon Slauenwhite, presiding. Sharon S. thanked everyone for their cooperation in the moving of this call to work with everyone's schedule.

2. Roll Call: There was a roll call /introduction of all members on the conference call. They included:

Region 1 Representative Ray Mehler, Region 1 Secretary/Treasurer
Region 2 Representative Kim Heibert, President Chapter 36
Region 3 Representative Carrol McCracken, Region 3 Secretary/Treasurer
Region 5 Representative Pat Petitto, Past Int. Pres. & Advisory Council
Region 6 Representative Matt Harris, Region 6 Secretary/Treasurer
Region 7 Representative David Whitlock, Chapter 45, PDC Chair
Region 8 Representative James Hardy, Region 8 Vice Chair
Region 9 Representative Lee Hamre, Past Int. Pres. & Advisory Council

International Executive Committee:

Sharon Slauenwhite, Int. Vice President IEC Liaison/Chair
James Olschewski, International Secretary
Mark Rieck, CEO

Guest: Mary Ann Marr, Past Int. Pres., Advisory Council member, and International Relations Chair

Regrets:

Region 4 Representative Ross Greene, President Chapter 52
Region 10 Representative Jenna Wood, Region Chair

3. Agenda: The agenda had been emailed out to GTF members. Discussion on international chapters will be added near the end of the meeting. Mary Ann may add more about this communication.

4. Minutes: There was a motion by R1-Ray and a second by-R6 Matt to accept the minutes as written. The motion carried.

5. Communications/Feedback from Regions: Feedback from any of the regions about the GTF project:

R1- Ray, Region 1 has no questions at this time and is satisfied with progress.
R2 -Kim, same as R1, they have had discussion, but no questions.
R3 – Carrol, same as R1, it has been communicated, but no time for questions.
R4 – No report

R5 – Pat, no questions. They have asked for ad hoc committee volunteers to do same thing as GTF. They want to receive copies of all the minutes and stay informed.

R6-Matt, no questions or comments currently.

R7 - David, no questions or comments at this time.

R8 -James, no questions currently.

R9 – Lee. Said some chapter members hope to see the information remain as complete as possible (detailed) to keep everything transparent.

R10 – No report.

- 6. Terms of Reference Document:** There was one change. It was distributed and there was a motion by R1, Ray to approve the document as written and a second by R8, James to approve the Terms of Reference document. There was some discussion that amendments and changes could be made in the future. The motion passed.

7. Governance Project Origins – Guest: Mary Ann Marr:

Mary Ann was on the Bylaws Review Committee and served as International President of the Association when the Governance project originated and was approved by the IGC.

Sharon S. – had emailed 3 documents that were sent out with the agenda for context and discussion: 1) May 30, 2015, Bylaws Review Group Meeting Agenda; 2) September 26, 2015, Bylaws Review Group Summary Report; 3) February 20, 2016, IRWA Bylaws Review Group PowerPoint send to Regions for their update

Mary Ann provided the following history:

- Went over process which started with a Bylaws Review Group in 2015 and lead to a meeting with the project consultant, Glenn Tecker in 2017.
- During her term with IGC, in meetings with Chapters, General Counsel and members in bylaw updates, many indicated bylaws were confusing and they had many amendments. There had not been a comprehensive review.
- International growth brought forth questions on where to go and bylaws had to be reviewed and corrected. Questions were where we wanted to go and what do we want to be?
- A small task force group was formed to review the bylaws
- The task force group first met in June (unsure of year) and had other calls with a goal of streamlining and modernizing the bylaws.
- The task force group met again at the next annual conference. They found this would be a daunting task as there were many different concerns.

a. Question then was how to prioritize

First – Focused on February 20, 2016, PowerPoint items which were mainly membership categories

Second – Advisory Council

There was a lot of discussion and it was decided to share it with the IGC

which wanted to take it to the Regions. Bylaws Review Group did not have 100% concurrence.

Regions had a lot of feedback. Membership categories and organization were not large issues. There was a lot of discussion on the advisory Council and how there was a fading out of votes.

- IEC focus went to items which were positively received and put the others on hold as those changes would be too large. These changes were approved.
- Bylaws Review Group knew other structure would be more of a challenge.
- Met with IGC and everyone knew members weren't organizational change experts, and outside help would be needed from someone experienced with non-profits.
- IEC and IGC solicited outside resources and Tecker wasn't least expensive, but it was thought his group had the most comprehensive proposal, so IGC selected Tecker's firm that fall.
- Next Spring (March) the Utilities Committee was holding a symposium in conjunction Region 5 Forum in Chicago and Tecker had a meeting there so there was an opportunity for a first meeting with him and the IEC members who were available to get the groundwork set and start work.
- Meeting was held with Tecker about governance review and ways to involve a cross section of our membership; doing polls; give people the opportunity for contribute of ideas.
- June Board meeting in Alaska would be first face-to-face board meeting to continue groundwork discussions.
- There were smaller group follow up meetings in conjunction with Region meetings.
- Then her term ended, and Jerry Colburn took over.

Pat P. – Pointed out the decision to hire Tecker didn't involve the Bylaws Review Group, that was an IGC decision which Mary Ann confirmed.

Sharon S. asked if anyone had questions for Mary Ann.

R1, Ray – Asked if any discussions were held about integration of international Chapters. Mary Ann said the Bylaws Review Group talked about this at a high level, but they thought they couldn't solve that problem. Focus right then was to focus on international education and certification. Past discussions on a path to integration with our current structure gave them two directors from each chapter, and to have representation at the IGC, they need to become a Region. There was a push with international chapters a while ago to become a Region, but there was a struggle with only doing it to have IGC representation. When Faith Roland was president, region structure was discussed.

R1, Ray wondered if focus should be on what is the underlying framework for what is a Region.

May have natural synergies in some regions in the U.S., but it may not be similar situations for international Chapters.

R 6, Matt asked where the disconnect began leading us to where we are now? With Jeff now being president, and things starting possibly before Mary Ann's presidency, maybe we need to hear from all the involved past presidents. Mary Ann has the Bylaws Review Group experience and knowledge. May need to find out Governance Group steps. Bylaws Review Group started when Mary Ann was President Elect and Wayne Goss was President.

R 9, Lee has a concern there is a significant lack of confidence in findings of the report and options given to members. Concerned we aren't working towards a solution versus time being spent on history. Should we be going forward? R 3, Carrol agreed we might be spending a lot of history, but some of us need that information. R 1, Ray echoed comment, but appreciates broad view and looking back.

R1, Ray also asked Mary Ann on what question she thinks we may want to focus on first and where our efforts should be focused. Mary Ann said we should focus on where our members get value. Governance is how we run the association and make decisions, but member value comes from day-to-day member needs. She feels we need to get maximum value efficiently along with looking at the future. The organization seems complex. We need to ensure adequate representation. International Governance Committee was formed which had IEC and Region Chairs, and nobody in-between which to her was another step toward involvement in the governance of the Association and she feels has been beneficial, but there are still struggles with roles and communication. She still wonders about the purpose of Regions, but understands we are a tight knit social group. What do we want the Regions to be? She doesn't want to direct us with her opinion but add things for us to think about.

R6, Matt asked Mary Ann if she doesn't see importance in Region Officers. Mary Ann said that is not what she is implying, but still needs to look at long term needs and the structure to support it.

R5, Pat mentioned when Faith was President, there Region realignment discussions with some Regions going away. That didn't go well. She agrees some Regions may not be sized appropriately, and some chapters cover more geography than others, but doesn't feel it has ever hurt the Association with voting. It may or not be important to change Region

R8, James wonders if we are getting ahead of ourselves. We are here because process was flawed and do review and then give a recommendation to IGC and then we would go forward with any changes.

Mark R. agreed but needs to go back to Matt's original question on where the disconnect occurred. He agreed that is our scope. He mentioned the original goal Tecker mentioned was to provide/deliver as much value to members in every area as possible. Went through strategic planning process. Leadership was focused on how to become an externally focused society which may impact the world. When structure to deliver that came, he feels that is where the disconnect appeared. Movement was made at the same time on education delivery and

website to be attractive to members when other organizations which may deliver similar value. We have become stuck when structure change has been brought up as we have a social nature which is good. Mark mentioned structure may not change much, but our focus and process might especially when giving value to Chapters. He said we need to not be stuck when delivering value, but we will get there. Bringing in someone from the outside has not been well received.

Sharon S. said we need to get to a structure that allows inclusive efficient decisions that can be communicated to members. It can be difficult when we have many layers of leadership. Goal is to make things simple and clear for communication in the layers especially when the experiences and needs of members and Chapters vary. May need to find the most useful and best options we can for providing benefit to all members which may involve making modest changes and finding the gaps that may exist in in the model options. The reason we are here is from a lack of communications.

Mary Ann added that when the IEC went into this the governance process, it was supposed to be inclusive and systematic, but communication was missed.

Sharon S. said there were questions about why certain members were asked to attend some of the workshops and participate in the process, but there wasn't clear communication and explanation given.

Mark R. said there seemed to be less Region Chair interest earlier on, but there is now. Region representative role is critical and real. Cost may have been higher, but it may have been better to have Region Chairs at the past meetings which would have led to more trust in the organization.

Sharon S. asked if there were more questions for Mary Ann and there were none.

8. Communications to Chapters without a Region. Sharon S. and Carrol had discussions on how to communicate to the International Chapters that didn't have region representation. This led to a question to Daniel Stekol, (Sr. VP responsible for International Relations) who said he wants to be the conduit for the minutes and any other information we want to pass along to the Chapters. Mary Ann added she feels the best approach is to submit them to Daniel and Mary Ann as Daniel had asked so they can forward them to Chapter Presidents. They have built the relations and there are cultural and communication differences. They have one meeting with International Chapters at the Annual Conference and treat that as a caucus. They will copy Carrol on the communication of the minutes. They are available on the Member Network for submission. Sharon wanted to be copied on when they are sent. Carrol asked who has been doing the posting. Sharon communicates to Mark when the minutes are approved. Pat asked if the Member Network information is still Private or Public. Mark said the title still shows Private, but that is just a label and it is Public. Sharon is going to build a check sheet on the routing and responsibilities for communication and upload requests. Carrol volunteered to help and likes the idea of a flow chart.

Sharon said we will probably invite the International Relations Committee to future calls as they

have information that would be good to share.

Mary Ann is willing to come back and help with information in the future.

9. **Next Meeting:** Agenda Item: Discussion of 4 Keys to Project Success that were identified by Mr. Tecker in the three-page Project Summary Overview document,

Sharon S. mentioned we will make good decisions if we work through the agenda items effectively and in a careful manner.

Next meeting is January 30, 2019, 9:00 a.m. PST

There was a reminder to reach out to your Chapter Chairs to get any questions or concerns.

10. **Adjournment:** The meeting concluded at approximately 11:27 a.m., PST