

by Carrol McCracken

1. **Welcome and Call to Order:** Meeting was called to Order at 8:08 a.m., PST by Vice President, Sharon Slauenwhite. Agenda had been emailed out.

2. **Roll Call:** There was a roll call /introduction of all members at the meeting. They included:

Region 1 Representative Ray Mehler, Region 1 Secretary/Treasurer
Region 2 Representative Kim Hiebert, International Director 2-year, Chapter 36 - absent
Region 3 Representative Carrol McCracken, Region 3 Secretary/Treasurer
Region 4, Ross Greene, President Chapter 52
Region 5 Representative Pat Petitto (by video call which later failed), Past Int. Pres. & Advisory Council and Beth Smith
Region 6 Representative Matt Harris, Region 6 Secretary/Treasurer
Region 7 Representative David Whitlock, Chapter 45, PDC Chair
Region 8 Representative Rod Graves, Region Chair sitting in for James Hardy, Region 8 Vice Chair
Region 9 Representative, Lee Hamre, Past Int. Pres. & Advisory Council
Region 10 Representative, Jenna Wood, Region 10 Chair

International Executive Committee:

Sharon Slauenwhite, Vice President, IEC Liaison/Chair
Jake Farrell, Treasurer
Aimee Mims, President Elect
Jeff Jones, President
James Olschewski, Secretary

3. **Agenda**

4. **Approval of Minutes:** No minutes approved at this meeting.

5. **Communications/Feedback from Regions:**

Feedback from any of the regions about the GTF project:

R1- Ray. Their region caucus meeting was short. Only question was on why the delivery schedule had accelerated from original timeline of 18-24 months to now September 2019. Sharon mentioned new IGC would meet in September, and that group would like recommendations.

R2 -Kim. Reported at her caucus on the accelerated schedule. Their schedule at the caucus didn't allow much time. They haven't gone through a process to get feedback from their members, which may be a problem with the accelerated schedule. She may need examples of what other regions have done.

R3 – Carrol. He presented the information at his caucus. Not much feedback. One big

question from one of his region members was if the governance changes and project would be shut down with the departure of Mark Rieck. Aimee said the current answer is the current direction is to continue and further work depends on what this group decides. Ray reported he had heard the same question. David mentioned the governance committee budget line had been zeroed out, which made some people wonder if this would be dissolved. Jake reported the line item had not received funding, but if necessary for the group, the IGC could see about financial support.

R4 – Ross. Gave the specified presentation at his caucus, and had no comments given other issues they had to focus on.

R5 – Beth. Pat had reached out for additional feedback. Their members are engaged and providing feedback.

R6-Matt. People in his region are still wondering when and what recommendations will come from the Task Force.

R7 – David. Gave a quick update on the progress the Task Force had made from start to the current time.

R8 -Rod. Sharon S. had given a report at their Region. There was a question about Region Chairs being able to attend this meeting and they were told they could not, as this was GTF time to work.

R9 – Lee. She reported before that Region 2 and 9 planned to get responses together but haven't been able to do it yet. She is not sure if the new timeline will work for getting feedback, other than some feedback from their caucus.

R10 – Jenna. Same as the past reports, just some wondering why it takes so long to go through the information. She reminded them there was a lot of information to review and we had new people on the group. She said some members were happy with a September deadline.

6. Meeting Purpose

Sharon had written the GTF timeline on white boards in the room: **(See Attachment A)**. These are referenced in the documents we have covered up to now. The IGC gave the Governance Task Force a mandate to review the process. We don't necessarily have direction to take it further and make any recommendations on changes. We may not be overstepping our bounds to make suggestions.

To analyze the Governance Project's goals and execution by considering the following:

The International Governing Council's direction was that the Governance Project was to

- a. create a mid-range strategic plan,
- b. identify the long-range issues that would need to be addressed, and
- c. identify the structure that would best support and sustain the Association.

The project identified three goals:

- a. To improve direct communication between IRWA Chapters and IRWA officers.
- b. Full and fair representation to create an environment for membership, education, and credentialing growth.
- c. Competency based leadership

Our questions to consider:

1. Were the goals valid, and are they necessary going forward?
 - Ray – Thinks the goals are valid and doesn't see them as controversial. Direct communication or communication in any form is good on all our levels. Full and fair representation makes sense. Competency in our leadership is important. Communication must be both top down and bottom up.
 - David - Agreed with Ray and didn't have any issues with any of the goals. A couple things definitionally. What exactly is direct communication? Communication must be effective, and direct is part of it. You can become overwhelmed with all the different communications, so maybe some of it should be targeted to specific audience.
 - Carrol – The goals are all valid. Communication must be effective, and not based on quantity. Some communication can be two way, but sometimes there must be a directive.
 - Jenna – Policy in her company is to communicate three different ways, three different times. Change the word direct to effective.
 - Rod – Communication should be clear and concise, without fluff. Some Chapters or Regions have strong leaders who can sometimes sway the options of their members.
 - Matt – Communication must be efficient. Minimize wording to maximize effect and understanding. Lessons learned moving forward on how to prepare the next group of officers with what happened with the governance project.
 - Sharon – With all of communication we have, direct information is appreciated. Competent leadership must help understand what they are getting in to, so the Chicago meeting was to help ensure vice-chairs would have a better understanding of their roles. With the model presentations, later feedback was some of the Regions felt threatened and felt the communication chain was being shortened.
 - Jenna – Most chapters have a 2-year rotation and staggered region chair transitions. There has been a struggle passing along information and history. Now with Vice-Chairs sitting in on IGC meetings, they have that information. Competency based leadership is so important; it shows with their region as 2 Chapters didn't get their forms in for directors, so those chapters won't have a vote at the upcoming director meeting.
 - James O. – We all get flooded with emails. If we change message delivery method, will it help? We aren't using Member network as much as we could.
 - Lee – Joint forums have been successful with good attendance for forums and education opportunities. Good models don't need a full shake up and people don't want to lose their votes and it would be tough getting them to vote themselves out of a vote. Goals are wonderful it felt like something else.
 - Ross – Communication model works fine for some things, particularly within his region. Whenever he talks with people, the problems aren't technical, they are content based. Some information areas are black holes: PIPE and National elections. When he came on, it seemed like a black box of officers, with the

bottom having no idea on how they got there. PIPE and Climb as similar, no one knows how to become an instructor, how to get an instructor, how many instructors they have, yet we are in an education-based organization.

Communication was shot on two of the most important missions for the organization. This led to discussions of fixing the entire system, or that it is rigged. Carrol agreed that instructor development was a problem, as his inquiries led to nowhere when trying to find out how to take instructor classes.

- Lee mentioned subject matter experts weren't given same respect as professional educators. This will hopefully change with future development and teaching of courses.
- Sharon – Some of the discussions and models had elements where Committees and Communities of Practice. With incorporation them, subject matter experts would have both input and maybe a vote.
- Beth - Goals are valid. Message delivery method in Edmonton may have been a problem.
- Ray – He isn't getting as much engagement as he is comfortable with to actually say he is conveying the feelings of Region 1. When do you stop trying?
- Lee – Some members haven't been engaged, until an important issue they don't care for comes up. What made you passionate/motivated so we can carry this over to other potential leaders?
- Matt – There are two kinds of leaders: Those that are naturally born for that responsibility and those that grown into that responsibility. We need to engage people to develop them.
- Sharon talked about full and fair representation. Tied to bylaws review group with the gap for international group, Committees and COP's not having a vote.
- Jenna – There were discussions on reducing the number of votes. People wonder how informed substitutes/proxies are on the issues.
- Matt said we need to maintain number of voters and representation for every chapter, and make sure they are informed.
- Sharon talked about possible reduction because some aren't up to speed on the issues. Sometimes voters don't understand their responsibility is to participate through the year, so they understand the issues. All chapters should have representation, but the question was if they should have 2 directors.
- Lee mentioned it is the leader's responsibility to ensure their directors are informed and engaged rather than taking away their vote.
- Beth mentioned the chapters in her region would "scream" if they had their votes reduced.
- Sharon asked about Region size for number of chapters. Some regions have 13 chapters (26 votes) and others have only 3 chapters (6 votes) and is it fair? There is a difference between fair and equal
- James O. mentioned that Regions and Chapters don't vote in blocks. It really isn't the voting issue; it has been difficult to find people who want to serve in a Region that only has 3 Chapters.
- Lee said more directors leads to more full and fair representation. No one has said they feel less directors are desired.

- David mentioned it can be a financial struggle sending directors to conference from small chapters and regions. Do the region boarders work anymore? Their region is large geographically but has lower membership and number of chapters. Should we look at restructuring region boundaries for social ecology?
 - Kim said there will be serious pushback if we start reducing people’s votes.
 - Beth mentioned the last time there was discussion on reorganizing regions about 10 years ago, some regions would go away. Discussion in the group led to agreement that a grass roots effort (bottom up) would probably be required rather than top down directive for changing chapter associations with Regions and Region boundaries.
 - Ray asked how do committees and COP’s more involved/engaged which leads them to gain representation?
 - Sharon mentioned how some models have some good items like the Committee/COP representation.
 - i. Some suggestions in the model weren’t understood, such as HQ’s offer to help with financial filing for small Chapters was heard as “HQ is taking our money.” Rahkshan is going to work with Chapters for their IRS filings this year to avoid letters going to Chapters from the IRS.
 - It was agreed communication was lacking on models. There was no perception there was a way to stay with what we have rather than taking one of the presented models. Models were ideas if we could start from scratch.
 - ii. The conclusion of the discussion: The project’s three goals are valid and necessary.
2. How did the execution of the project fail?
- Having model documents on table for people to review rather than a discussion first was a problem. It wasn’t conveyed as a workshop, but as an end goal. They should have communicated some good points from the models, let people consider some of the good and bad things from the models to see about working in some changes. There wasn’t an option presented to keep what existed or just make minor modifications. San Antonio session was ability to provide ideas if the organization could start with a design from scratch, not for modifications.
 - Some members have been concerned that sessions were held in secret and information wasn’t to be shared. Some session members shared information; others may not have.
 - Some leaders weren’t instructed on how to be leaders until they got to the Edmonton and Anchorage leadership sessions.
 - Goals and scope were too vast and when asked, members thought the existing model was fine.
 - There was a perception HQ and IEC were pushing the models at the Edmonton session. This perception of an attempt at direction has been removed and there seems to be more trust now with the communication.
 - Member wide survey was around 3%. It should have been

promoted/reinforced by Region officers to get more participation. Should it have even been sent out by Region or Chapter officers rather than HQ, so members don't dismiss it. Some Region officers feel left out if the members go directly to HQ or vice versa. Some members didn't understand the email and its direction, so they deleted it. Some people deleted it as soon as they saw it was a survey. Executive boards can do a split of members in a chapter and contact members individually to get more participation.

- i. Observation was that people don't prefer communication directly from HQ but will pay attention to Chapter or Region communications. Validation is to keep the Regions.
 - ii. Use the Regions and follow a chain of command.
 - iii. Region structure is important
 - iv. Leaders need to do follow up communication.
- Sessions in Anchorage and Edmonton were expected to be learning sessions, but they weren't as described.
 - Association may see expenditure as a waste, but there have been good things learned through it and the Task Force discussions.
 - Again, it was a top down rather than a bottom up solution

Whiteboard List of Negatives:

Scope – Huge
Trust
Not addressing poor responses, not being proactive/pursuing feedback
Not connected to grassroots concerns

Communication and presentation
No prep for sessions

3. How did the execution of the project succeed?

- The use of the Member Network is a resource for sharing of all information for this project and using it in the future will be a good history repository.
- Output of Anchorage session has a lot of important information for issues we have for the Association.
- Pointed out needs for leadership training. If there would be rooms available at conference, we could have training for Chapter and Region officers. Keep them open sessions so anyone can attend. One concern was how some Chapters could fund officers to attend.
- Reinforced need for Chapter leaders to communicate with their members.
- This is work for a strategic plan. Any strategic plan must then be reviewed for goals completed and failures and then shared with everyone.

Whiteboard List of Positives:

Enforce Region Input
Reinforces the positive info/insights that can be gathered in leadership session roundtables
Strategic Plan – if it is evaluated

Important Information was gathered

4. What are the most important elements of Association governance to be considered as the GTF report and recommendations are formulated: Examples: Board composition,

strategic plan, committee structure and use, governing documents such as bylaws and policies, leader nomination process, orientation tools, board meetings, staff relations.

- Many changes need to come from the member/chapter level; bottom up, not top down.
- Don't silence conflict
- Another list of questions?

Whiteboard List of Important Elements of Governance:

COP and Committee Structure

COP and Committee Use

Board Composition

Governing Documents

- Bylaws
- Policies
- Strategic Plan

Leadership nomination process

Leadership orientation tools

Leadership Training and Development

Board meetings

Staff relations

Whiteboard List of How to Govern/Values to Maintain:

- Be transparent – Open Government/data
- Consistency in governing documents
- Succession planning
- Board decisions need to be made in the board room, not outside of it
- Lessons learned
- Knowledge management
- Communication
- Servant leadership management
- Visible leadership – staff execution
- Consensus/Collaboration in decision making
- Trust lens on all actions
- Support and recognize commitment
- Need to work on full and fair representation for International Chapters

7. Summary/meeting wrap-up

Mandate for the group was to review the process and provide a report. There was some discussion on some continuation after our report. Some region leaders and members are probably expecting us to continue. Sharon will talk with Aimee about the committee expectations.

Region Representative Reminder to provide Spring Forum data as soon as possible to James Hardy for compilation report.

8. Next meeting: Video Conference Call on June 26, 2019 (9:00-10:30 PST)
9. Adjournment: The meeting concluded at 11:20 p.m., PST

Attachment A

GTF Timeline

2015-2016 IGC

2016-2017 IGC

IGC Approval January 2017

Phase I:

- Chicago, Illinois, May 1, 2017
- IGC and Advisory Council leaders updated May 18, 2018

Phase II:

- Anchorage, Alaska, June 2017
- IGC updated Region leaders at caucuses
- Imagineering Session

Phase III:

- IGC updated September 2017 on Strategic Planning Session plans
- Strategic Planning Session, October 7, 2017 Phoenix, Arizona

Phase IV:

- IGC Update, November 2017
- Member wide survey, November 2017
- Jan/Feb Issue of Right of Way Magazine: President Colburn article on Strategic Plan
- Consultant Glenn Tecker met with IGC, January 16, 2018, on conference call to report on progress to date and plan for remodeling summit. IGC agreed process would move forward

Phase V:

- San Antonio, Texas, Remodeling Summit, April 6-7, 2018
- IGC updated April 19, 2018 on San Antonio session
- IGC Meeting May 31, 2018
 - a. IGC provided their suggestions on how to “grow IRWA’s top line”: to be incorporated in to 2018-2019 strategic plan
 - b. IGC reminded about plan for Leadership Session Model Review at conference
 - c. Leadership prep call with voting Directors June 8, 2018. Advised of Wednesday session’s plan to present three models

Phase VI:

- Edmonton, Alberta, Canada

- June 22, 2018, Focus group reviews and modifies three models
- June 23, 2018, Brief update to IGC
- June 24, 2018, Region leaders update at caucus meetings

Phase VII: June 27, 2018

- International Director's Meeting: Pros and Cons Review
- Member Survey: Pros and Cons Review