



ASSOCIATION OF ENVIRONMENTAL & ENGINEERING GEOLOGISTS

FINAL Meeting Minutes – AEG Governance Committee Tuesday, May 23, 2017 @ 1:00pm CST

Governance Committee Members: (X) if present on the call

(X) Dave Perry (Chair)	(X) Jeff Neathery	(X) Guest (HQ): Yolanda Natividad
(X) Maddie German	() Alex Rutledge	(X) Guest (EC): Cynthia Palomares
() Jason Hinkle	(X) Renee Wawczak	(X) Guest (EC): Dave Fenster
(X) Loren Lasky	() Jerry McCalip	

New Business:

- 1. Action Item - Revise Regional Director Travel Reimbursement Policy:** During the 2017 MYBM the BOD discussed the Regional Director Travel Reimbursement Policy. The current policy reads:

- Members are assessed a \$10 fee to go into a fund to reimburse Regional Director travel to Annual Meetings and Mid-Year Board Meetings. The fund needs \$11,000 to reimburse all directors for the yearly travel. The fund generates approximately \$14,000 annually. This creates a surplus of \$3,000 annually. Surplus funds are returned to the chapters.

Jeff Neathery proposed the following update to the policy for consideration of the BOD:

- The fund would be capped at \$20,000. The difference between the \$11,000 used for Board meeting travel and the \$20,000 cap would be available for Regional Director intra-regional travel. Funds in excess of the \$20,000 would be returned to the Chapters.

Additionally, the policy needs to include how reimbursement funds are solicited and approved for BOD members. Specifically, a proposal for intra-regional travel needs to be prepared by the Regional Director and submitted to the EC for review and approval prior to travel and the request for reimbursement of funds. (Ex. – Why does the Regional Director need to travel to this location, how would this be more beneficial than holding a conference call or Skype meeting? One idea was to hold the first meeting of the potential Chapter, and the Regional Director would be the first speaker). Note: The Draft Policy on the AEG website differs from the stated version above (see **Attachment 1**). Once the GC agrees on the updated policy for presentation to the BOD for review and approval, we will ensure that the correct version of the updated Policy exists.

Discussion: D. Perry – the amount of money proposed for the cap may be excessive and not necessary for all intra-regional travel. He proposes that more money be put aside for Annual and Mid-Year meetings since \$500 may not be enough for travel to these meetings, with less money being available for intra-regional travel. He agrees with the recommendation that a proposal for intra-regional travel be provided to the EC for review and approval. He also suggested that Chapters could support RD travel to their location, and that the RD could provide a presentation at that Chapter’s meeting. J. Neathery – his reasoning behind the fund cap is that it would provide RD travel funds for two years, but he is willing to discuss lower travel fund caps. He has a different perspective on the amount of

funding required for intra-regional travel as he represents a Region with a large geographical area. **D. Perry and J. Neathery will be working together to complete revisions to this policy, in conjunction with modifications that are associated Action Item #2 (see below).**

- 2. Action Item - Rescind Chapter Regional Director Travel Support Policy:** During the 2017 MYBM the BOD voted and approved to raise membership dues by \$10 in order to cover Regional Director Travel to the BOD Meetings, in lieu of recovering the \$10 per member costs from Chapter dues. Therefore, this associated portion of this policy needs to be rescinded. A copy of this policy is presented as **Attachment 1** to this agenda.

Discussion: Noted, the policy will be revised as needed. D. Perry and J. Neathery will be working together to complete revisions to this policy, in conjunction with the modifications that are associated with Action Item #1 (see above) as it ties into the Regional Director Travel Reimbursement Policy.

- 3. Action Item - Prepare Chapter Bank Statement Policy:** During the 2017 MYBM the BOD discussed ongoing work to link the Association to Chapter finances. There have been noted difficulties getting an EC member as a signer onto each Chapter account. Therefore, it was determined that the Chapter should submit a copy of their monthly bank statements to AEG HQ for record keeping purposes. The GC has been tasked with preparing the updates to this Policy (Part C. Chapter Funds and Accounts). A copy of this portion of the policy is presented as **Attachment 2** to this agenda.

Discussion: R. Wawczak – provided background from the 2017 MYBM regarding the difficulties of adding an EC member as an additional signatory on Chapter accounts, D. Perry added to this discussion later citing stringent banking laws and their requirements to have signers present at the branch in order to be added to accounts. C. Palomares – also cited examples of Chapters that are no longer active, and therefore the Association no longer has access to these funds because the signer on these accounts cannot be reached. J. Neathery – RDs can now keep track of the Chapters and have a feel for those that are starting to drop off, they can now step in prior to losing a Chapter to inactivity. Additionally, having monthly bank statements on file doesn't solve the problem that the Association cannot access Chapter funds if they become inactive. He also inquired about the policy on what will be done with the information? C. Palomares – if we have copies of the information on a monthly file, the information could be pulled if there were questions about the account such as potential fraud. J. Neathery – based on discussions with the Texas Chapter, they would prefer to provide a quarterly statement that indicates lump sum balances and expenditures, rather than providing the detailed line item information in the bank statements to the Association. C. Palomares – indicated that the Texas Section (under previous structure) would complete an audit of the Treasurer's activity for the last three years. Perhaps this would be an alternate means for the Association to track Chapter funds. M. German – perhaps the policy can be written that would allow the Chapters to decide how to communicate the requested information. Some Chapters would rather just set up an automatic emailed statement to AEG HQ, which would be the least amount of work required to fulfill the policy requirements. However, other Chapters would be more comfortable submitting a prepared statement to AEG HQ, even though this may require additional work. R. Wawczak – reach out to EC to determine if the alternately proposed methods would meet the informational needs of the Association, and if so, what is the minimum amount of information that a Chapter would need to provide? M. German and R. Wawczak will prepare this policy based on the EC feedback. 05/24/2017 – R. Wawczak submitted request for guidance on the submittal of banking information to the EC.

Old Business/Updates:

4. **Informational Only - Professional Forum Policy Approved:** The GC continued discussions on the Professional Forum Policy during the January 2017 Meeting, and it was determined that there will still concerns that continued from previous discussions. Those comments were reiterated to the Professional Forum Ad-Hoc Committee on February 17, 2017:

- There should be an understanding of the basic services that Headquarters (HQ) will provide as part of the revenue sharing process (i.e. website registration, name badges, shipment, advertising, what the liability coverage would be for the Chapter, etc). Without that basic information, it is difficult to evaluate a fair and commensurate profit sharing plan between the Chapter and HQ.
- The scope of the HQ basic services should also be known by both parties in order to plan for the Professional Forum from a financial standpoint. (i.e., are there any additional services that the Chapter would want to have HQ assistance on and what would the cost for that be?)

The final draft of the Professional Forum Policy was distributed to the BOD, including GC members that are also part of the BOD on March 16, 2017.

This policy was presented to the BOD during the 2017 MYBM and approved. The final policy is presented as **Attachment 3** to this agenda. The approved Policy will be added to the AEG website.

Discussion: D. Perry – profit sharing seems reasonable; however, servicing still seems vague. Is the servicing negotiable based on the sponsoring Chapter needs? Do we need additional language to make this clearer in the policy? M. German – provided MAC perspective: the vague language was intentional as it allows Chapter(s) the flexibility to tailor each meeting to their needs. D. Perry thanked M. German for the additional background on this policy, and indicated that this made sense. No further action required.

5. **Informational Only - Regional Director Responsibilities Policy Revisions Approved:** A request was made by the Region 7 Regional Director to edit the Regional Director Responsibilities Policy. The policy was discussed by the GC and R7 RD via e-mail and edited to read:

- Regional Business Meetings: Each Regional Director shall coordinate and conduct business meetings within their respective Region to identify issues, concerns, and opportunities within the Chapters and from individual members and communicating information from the Mid-Year and Annual BOD meetings, and other information from HQ and the EC to members within the Region. Meetings may be conducted at an agreed-upon location or conference call or both if appropriate, such that all members of the respective Region have been notified and have the ability to be involved. In-person regional business meetings are preferable, when such meetings are feasible for the Chapters and overall membership in the region, to build member trust and continue to make members involved in the greater region and organization. The Director is encouraged to attend meetings of all the Chapters within their Region on an annual basis, whether or not regional business is being conducted at those meetings. The Director shall keep and distribute minutes of each Business Meeting to the Region's membership, to the BOD and to HQ within two weeks following the meeting's date.

The policy edits were presented to the BOD during the 2017 MYBM and approved. The approved changes to the Policy will be added to the AEG website.

Discussion: D. Perry – did not have recollection of discussion of this policy. R. Wawczak – will forward email correspondences for his records. D. Perry – proposing that within 60 days of each BOD meeting, the RD will provide a synopsis of each highlight coming out of the meeting for general membership. M. German – requested clarification that D. Perry is proposing to extend the two-week deadline? Or is the proposal to hold the general membership meeting and then there is a two-week deadline to provide the report? Chapter business meeting notes go to HQ? J. Neathery will review the policy and if necessary

propose revisions which may make the policy clearer. He will need another GC member to assist, the GC will solicit volunteers from members that were not able to attend the meeting). 05/24/2017 - R. Wawczak submitted email correspondences from February 2017 that discussed the requested modifications to the RD Responsibilities Policy to D. Perry and J. Neathery for their records and to serve as background for further review of the policy. Additionally, a summary of policy actions was submitted to the GC with a request for additional volunteers. 05/25/2017 – A. Rutledge has volunteered to work with J. Neathery on this action item. The documentation associated with this policy was forwarded to him.

6. **Review and Approve Revised GC Charter:** The GC Charter was revised to include the approval of interim GC volunteers. The GC will accept volunteers to the committee as interim members – these interim members are to be voted in by BOD during next meeting. The revised GC Charter is presented as **Attachment 4** to this agenda.

Discussion: D. Perry – presented changes. No further comments from GC. The modified GC Charter will be provided to the BOD for review at the 2017 Annual Meeting, and will include the New Governance Model Review Metrics developed out of Action Item #7 (see below).

7. **Establish New Governance Model Review Metrics:** Example Metrics: tracking the number of local chapters developed, tracking increase or decrease in membership numbers, BOD member meeting attendance, BOD member communication effectiveness and frequency, increased volunteerism on AEG committees, member satisfaction. The GC is working on developing these metrics as well as a system for conducting this evaluation. D. Perry has developed a draft of the metrics and the GC has provided an initial review, a copy of the Draft Metrics is presented as **Attachment 5** to this agenda. The metrics will be revised in 2017 as the new membership and other Chapter data become available to the GC. Once the metrics are revised they will be forwarded to the BOD for comments. It is anticipated that the metric will ultimately be added to the GC Charter. The GC plans to present the first report to the BOD two years following the beginning of the new BOD transition, which occurred in September 2016 (first update to be due at the 2018 Annual BOD meeting). Ideally, this needs to be finalized before the 2017 Annual Meeting and added to the GC Charter, so that the BOD has the opportunity to review the metrics that the new governance structure will be evaluated upon.

Discussion: The GC previously discussed utilizing Annual Chapter Reports to obtain raw information such as the number of meetings held annually, and special events hosted by the Chapter, and new Chapters formed, etc. It was previously suggested that the GC should work with the SCSC to revising the Annual Report Template and adding the updated metrics. It was also discussed if a How-to-Guide should be prepared for evaluating the provided information. D. Perry will continue to review, R. Wawczak and L. Lasky will assist.

8. **Policy Review Process - Status Update:** GC/EC/HQ/Committee Chairs reviewed policies during 2 rounds of review (late 2016). Edits were delayed but R. Wawczak has volunteered to assist with the process. Policies needing GC recommendation will be submitted to the Committee, if necessary.

Discussion: R. Wawczak submitted a request for a copy of the policies to D. Andrews on 05/15/2017 but has not rec'd the requested information as of the time of this call. A follow-up request will be made, if necessary. Policies requiring GC recommendation will be submitted to the Committee as required.

9. **GC Transition Plan:** The terms for Dave and Alex are expiring before the 2017 Annual Meeting, think about folks we can approach to replace these members if they are not planning on continuing on the GC (no volunteers stepped forward during the 2017 MYBM. A link to past BOD members prepared by Alex is provided: <https://docs.google.com/spreadsheets/d/18-zAHCWccjbdjXxfuQaa3->

[PJseiNh37sld09PtFcsOY/edit?usp=sharing](#)). Additionally, Dave's term as Chair will be ending at that time as well, we will need to choose and vote for a new Chair for the 2017/2018 term.

Discussion: D. Perry interested in staying on another term. The GC will need to check with A. Rutledge to determine his intentions. R. Wawczak has the interest and availability to serve as Chair. D. Perry will add an action item for the vote during the August 2017 GC Call.

Set Date/Time for next GC Call: Proposing monthly calls between now and the 2017 Annual Meeting (one in June, July, and late August) in order to complete the necessary action items going to the BOD for review and approval.

Next Call Proposal: R. Wawczak will send out a Doodle Poll for the end of June. It is noted that D. Perry cannot attend on June 18th. Done – RHW 05/24/2017, responses due by 05/30/2017.

Recurring Call-In information:
Governance Committee

Please join my meeting from your computer, tablet or smartphone.
<https://global.gotomeeting.com/join/672918317>

You can also dial in using your phone.
United States: +1 (408) 650-3123
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