



ASSOCIATION OF ENVIRONMENTAL & ENGINEERING GEOLOGISTS

FINAL Meeting Minutes – AEG Governance Committee Thursday, July 27, 2017 @ 2:00pm 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	(X) Alex Rutledge	(X) Guest (EC): Dale Andrews
() Jason Hinkle	(X) Renee Wawczak	() Guest:
(X) Loren Lasky	() Jerry McCalip	

New Business: No new business proposed since the GC call held on June 30, 2017.

Old Business/Updates:

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. R. Wawczak confirmed that a policy already exists regarding Regional Directors obtaining EC approval for intra-regional travel.

D. Perry and J. Neathery worked together to complete draft revisions to this policy, and has undergone GC review and edits (see **Attachment 1**). Regional Directors are reimbursed a total of \$11,000 annually for travel to Board meetings (\$500 per RD per meeting). Currently the funds collected for this purpose are approximately \$14,000 annually. It was proposed to set a cap of \$20,000 that would include intra-regional travel; however, funds for intra-regional travel were set at a one-time allocation of \$5,500 during the 2016 Annual Meeting. Since the funds for Regional Director travel to Board meetings are now collected from Association dues (Board voted to raise dues by \$10 at the 2017 Mid-Year Board Meeting), there is no longer a “pot” of money for this purpose, it is simply included as an Association budget line-item. Once the GC agrees on the updated policy, it will be presented to the BOD for review and vote at the 2017 Annual Meeting.

Discussion: Regional Director travel fees are now a line item in the Association budget; therefore, it was agreed that the entire portion of this policy can be removed. **Done, RHW 07/28/2017.**

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 portion of this policy needs to be rescinded. D. Perry and J. Neathery worked together to complete revisions to this policy, and has undergone GC review and edits (see **Attachment 1**). Once the GC agrees on the updated policy, it will be presented to the BOD for review and vote at the 2017 Annual Meeting

Discussion: Regional Director travel fees are now a line item in the Association budget; therefore, it was agreed that the entire portion of this policy can be removed. **Done, RHW 07/28/2017.**

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 was tasked with preparing the updates to this policy. M. German and R. Wawczak prepared this policy based on the EC feedback, and has undergone GC review and edits (see **Attachment 2**). Once the GC agrees on the updated policy, it will be included with the 30-day notification document package for BOD review and vote at the 2017 Annual Meeting.

Discussion: M. German brought up the point that the current language may be too harsh. It was also a concern that it was not clear as to what would happen to Chapter funds that were withheld if a Chapter was to fall out of compliance. Wording was revised in the proposed policy so that it indicates that "Chapter funds **may** be withheld" if a Chapter is out of compliance. An additional sentence was also added that indicates that Chapters will receive funds that were withheld once they return to compliance. R. Wawczak will ensure that the changed wording is captured in the proposed policy. **Done, RHW – 07/28/2017.**

4. **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.

Previous Discussion (05/23/2017): D. Perry – did not have recollection of discussion of this policy. [R. Wawczak – forwarded email correspondences for his records on 05/24/2017.] 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 and A. Rutledge are reviewing the policy and if

necessary, will propose revisions which may make the policy clearer (see **Attachment 3**). If additional updates to the policy are recommended by the GC, they will be presented to the BOD for review and vote at the 2017 Annual Meeting. If no further updates are needed, the policy revisions as approved by the BOD at the 2017 MYBM will be added to the Policy & Procedures package.

Discussion: The GC reviewed the comments from J. Neathery and A. Rutledge. The GC decided to leave the revised policy as written. R. Wawczak will ensure that the policy as approved at the 2017 MYBM will be included in the Operating Policies. **Done, RHW – 07/28/2017.**

- 5. 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. 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. D. Perry, L. Lasky and R. Wawczak continued to review the New Governance Model Review Metrics, and have undergone GC review and edits (see **Attachment 4**). Once the GC agrees on the Metrics, they will be presented to the BOD for review and vote at the 2017 Annual Meeting. Notes: The Governance Model Review Metrics will be turned over to AEG Headquarters after the first year for completion. One way to measure membership satisfaction would be to add a satisfaction survey bar with a comments option to the AEG online renewal page.

Discussion: D. Andrews felt that the Metrics, as presented, may be more targeted towards the general health of the Association rather than specifically addressing the Governance Restructure as originally intended. **D. Perry and L. Lasky will review the Metrics. Comments will be submitted to the GC for input via email so that the metrics can be completed in advance of the 30-day notification.**

- 6. Policy Review Process - Status Update:** GC/EC/HQ/Committee Chairs completed two rounds of review during late 2016. Edits were delayed but R. Wawczak volunteered to assist with the process. R. Wawczak received a copy of the policies on June 6, 2017 and completed several rounds of edits with feedback from D. Andrews. Remaining comments are in process of being resolved by the remaining Committee Chairs and HQ and will be updated as necessary in advance of the 30-day notification deadline, including finalizing the table of contents. A copy of the most recent edits to the Policies is provided in **Attachment 5**. A finalized copy of the policies will be included with the 30-day notification document package for BOD review and vote at the 2017 Annual Meeting.

Discussion: R. Wawczak provided an update of the Operating Policies edits. **The final version of the policies was submitted to D. Andrews on 07/28/2017 for the next level of review and edits, as needed.**

- 7. GC Transition Plan:** The terms for Dave and Alex are expiring before the 2017 Annual Meeting. 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. A link to past BOD members prepared by Alex is provided: <https://docs.google.com/spreadsheets/d/18-zAHCWccjbdjXxfuQaa3-PJseiNh37sld09PtFcsOY/edit?usp=sharing>). D. Perry interested in staying on another term. A. Rutledge has confirmed he will not be continuing for another term. R. Wawczak has the interest and availability to serve as Chair.

Discussion: The Board will vote at the 2017 Annual Meeting for the incoming GC Chair (proposed to be R. Wawczak).

Set Date/Time for next GC Call: Do we need an August call? If so, it is proposed to do it in advance of the 30-Day notification deadline to finalize any documents that need to be submitted for Board review and vote.

Next Call Proposal: This was left open ended; the GC was open to a call before the 2017 Annual Meeting if needed but the next call will likely be after the Annual Meeting.

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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