



BOARD OF DIRECTION MEETING

MINUTES

**October 14-15, 2019
Miami, FL**

ACTION ITEMS FROM THIS BOARD MEETING

ASSIGNED TO STAFF

- Create a one-page strategic plan dashboard, in collaboration with the Board Strategic Advisory Council. *(October 2019)*
- Staff is to work with Treasurer Epp and President Gunalan to identify volunteers to serve on the Digital Strategy Advisory Group for approval by the Executive Committee. *(October 2019)*

ASSIGNED TO BOARD, COMMITTEE OR OTHER ENTITY

Board of Direction

- Board members who wish to serve as corresponding members on the Program and Finance Committee should advise Treasurer Epp. *(October 2019)*

Board Strategic Advisory Council

- Prepare revised KPIs for Board approval at the January 2020 meeting. *(October 2019)*
- Obtain Champion Reports for inclusion in the January 2020 Board agenda from those priorities tracking yellow, red, or yellow to green. *(October 2019)*

Executive Committee

- President Gunalan, Treasurer Epp and staff are to select for Executive Committee approval the members of an Advisory Group that is being created to provide consultation and support of the digital strategy project goals. *(October 2019)*

STATUS OF ACTION ITEMS FROM PRIOR BOARD MEETINGS

ASSIGNED TO STAFF

- The Executive Director is to explore partnerships (or acquisitions) with organizations offering similar civil engineering specialty credentials, i.e., SECB & BCEE, and report options back to the Board by January 2020. *(July 2019)*

ASSIGNED TO BOARD, COMMITTEE OR OTHER ENTITY

BOARD OF DIRECTION

- A task force comprised of Directors Millar (Chair), Agyare, Anderson-Bomar, Cagle and Cline are to evaluate the business case for a Government Engineers Council and determine where such a council would fit within the organizational structure of ASCE and report its recommendation to the Board at its October 2019. *(July 2019)*

The Executive Committee approved a request at its September meeting to extend the reporting date to January 2020.

- Direct all Board and Society Committees, and their constituent committees, to modify their organizational structures to require at least one (1) position be held by a Younger Member. *(July 2019)*

The Committees were notified by email on August 27, 2019 to submit their committee revisions to the Governing Documents Committee for review at its November meeting for presentation to the Board in January 2020.

BOARD STRATEGIC ADVISORY COUNCIL

- Prepare revised KPIs for approval by the Board of Direction at its January 2020 meeting. *(October 2020)*

CIVIL ENGINEERING CERTIFICATION

- Review their bylaws and operating procedures and develop a plan for transitioning the current Academy governance to one single oversight body and create certification boards to administer the certifications proposed in the interim report of the Task Committee on Credentialing to Raise the Bar. *(July 2019)*

COMMITTEE ON SUSTAINABILITY

- In conjunction with Civil Engineering Certification (1) work with the appropriate staff and volunteer leadership of Engineer Tomorrow, the Institutes and the Academies to determine whether sustainability needs a new certification or should simply be

incorporated into ASCE's existing certification programs and membership requirements; (2) conduct a market study of demand for this certification in parallel, and at no cost to ASCE; and (3) develop a Business Plan to create a sustainable infrastructure certification program for approval by the Board at its July 2019 meeting. *(From March 2019)*

The Committee on Sustainability was granted an extension by the Executive Committee at its May 2019 meeting to submit its Business Plan to create a sustainable infrastructure certification program for approval at the October 2019 Board of Direction meeting.

The Executive Committee authorized an extension from October 2019 to July 2020 for the Committee on Sustainability to provide a Schedule, Marketing Plan, and Business Plan for a Sustainable Infrastructure Certification Program.

COMMITTEE ON YOUNGER MEMBERS

- Modify its organizational structure to require at least two (2) positions are filled by the current At-Large Directors. *(July 2019)*

GOVERNING DOCUMENTS COMMITTEE

- Prepare amendments to the governing documents to add one (1) Younger Member as a voting member to the At-Large Director Review Panel and allow the Younger Member Councils to submit candidates for the At-Large Director position. *(July 2019)*

The proposed Bylaws amendments were approved for first consideration, debate and discussion at the October 2019 meeting and will return for second reading approval in January 2020.

- Prepare amendments to the governing documents to allow Affiliate Members the right to vote in the Society's election. *(July 2019)*

The Board of Direction accepted for first consideration, debate and discussion at the October 2019 meeting the proposed amendment to the Constitution to allow Affiliate Members to vote. The amendment will be presented for second reading approval in January and, if approved by 2/3 vote of the Board, will be placed on the election ballot for approval by the membership.

MEMBER COMMUNITIES COMMITTEE

- Create the Committee on Student Conferences and Competitions (CSCC) constituent committee. *(July 2019)*

MCC will create the Committee on Student Conferences and Competitions during its upcoming conference call and submit the amendments to the governing documents for review and submission to the Board for approval.

- Provide additional information regarding the impact of student chapter voting for the October 2019 Board of Direction meeting. *(July 2019)*

MCC has gathered some information from student chapter faculty advisors regarding this issue but still needs additional data before the Board can make an informed decision. The Committee submitted a request for ExCom approval at the October meeting to extend the reporting date to the March 2020 meeting.

**BOARD OF DIRECTION
MINUTES**

October 14-15, 2019

1.0 ROLL CALL

1.1 Convene

The Board of Direction **CONVENED** at 8:00 a.m. Eastern Daylight Time on Monday, October 14, 2019, in the Jasmine Room at the Hyatt Regency in Miami, Florida.

1.2 In Attendance: President Kemper, Chair; President-elect Gunalan; Directors Agyare, Cagle, Casana, Cioffi, Cline, Geldert-Murphey, Haddock, Lau, Moore (Monday only), Neimeyer, Odeh, Phillips, Sutter; Treasurer Epp; Assistant Treasurer Lehman (Monday only); Secretary Smith; Chief Operating Strategy Officer Buckwalter; members of staff; guests.

Incoming Board Members: President-elect Elect Briaud; Directors-elect McKeehan, Paz, Pena-Mora, Raudenbush, Sayah, Stafford

Invited Guests: Institute Presidents

Excused: Past President Swallow; Directors Anderson-Bomar and Millar

**2.0 PURPOSE, VISION, MISSION, GOALS
and FIDUCIARY RESPONSIBILITY**

2.1 Purpose

“Help you matter more and enable you to make a bigger difference.”

2.2 Society’s Vision

Civil engineers are global leaders building a better quality of life.

2.3 Society’s Mission

Deliver value to our members, advance civil engineering, and protect the public health, safety, and welfare.

2.4 Society's Goals

1. An ever-growing number of civil engineers are members of, and engage in, ASCE.
2. Civil engineers develop and apply innovative, state-of-the-art practices and technologies.
3. All infrastructure is safe, efficient, and sustainable.
4. ASCE advances the educational and professional standards for civil engineers.
5. The public values civil engineers' essential role in society.
6. ASCE excels in strategic and operational effectiveness.

2.5 Fiduciary Responsibility

Each member of the Society's Board of Direction has a fiduciary duty to the Society, including the duty of care, duty of loyalty, and duty of obedience. Board members shall act responsibly, avoid and disclose conflicts of interest, and ensure the Society carries out its purposes and mission.

Board members should be sure they understand the issue, vote in the best interest of the entire Society as a whole, and support the vote of the Board.

2.6 Board Values

The Board-approved values are:

- Integrity
- Honesty
- Respect
- Service
- Committed to ASCE's purpose, vision, mission, goals and Code of Ethics
- Excellence
- Teamwork
- Accountability

2.7 Safety Minute

The Board of Direction **RECEIVED** safety information at the start of the meeting.

3.0 AGENDA

3.1 The Board of Direction **APPROVED** the published agenda.

3.2 The Board of Direction **ADOPTED** the consent agenda, as modified.

4.0 MINUTES of PREVIOUS BOARD of DIRECTION MEETING(S)

4.1 Minutes of July 12-13, 2019, Board of Direction Meeting

The Board of Direction **APPROVED** the minutes of the July 12-13, 2019, meeting held in Reston, Virginia. The minutes are available on the Board collaborate site.

5.0 BUSINESS

5.1 Annual Convention Advisory Council

Andrew W. Herrmann, P.E., F.SEI, Pres.12.ASCE; Chair

The Board of Direction **RECEIVED** for information a report from the Annual Convention Advisory Council. See **Attachment 1**.

5.2 Membership Update

Loretta Cranbourne, Aff.M.ASCE; Managing Director, Membership, Marketing and Sales

The Board of Direction **RECEIVED** an update on the upcoming 2020 Membership Campaign. See **Attachment 2**.

5.3 Institute/Board Joint Session

The Board of Direction **PARTICIPATED** in a joint session with the Institute Presidents, or their designee, to strengthen our Boards and our collaboration to advance civil engineering, protect the public and deliver value to our members. The notes from the breakout sessions are available in **Attachment 3**.

5.4 Executive Director's Report

Thomas W. Smith III, CAE, ENV SP, F.ASCE

The Board of Direction **RECEIVED** a report from the Executive Director on activities undertaken by the Society since March 2019. The Board **REQUESTED** a one-page strategic plan dashboard be developed in collaboration with the Board Strategic Advisory Council. See **Attachment 4**.

5.5 Board Strategic Advisory Council
Carol Haddock, P.E., M.ASCE; Chair

5.5.1 Younger Member Goals

The Board of Direction **CONCURRED** with the Younger Member Goals developed in collaboration with the Committee on Younger Members, as requested in the final report of the Task Committee on Younger Member Board Engagement. See **Attachment 5**.

5.5.2 Revisions to KPIs

The Board of Direction **CONCURRED** with the proposed revisions to the strategies and KPIs related to Engineer Tomorrow and was **ADVISED** that moving forward these types of changes will occur annually in January. See **Attachment 6**.

5.5.3 Dashboard and Champion Reports

The Board of Direction **DISCUSSED** the dashboard and those priority strategies currently tracking yellow, red, or transitioning from yellow to green since the July report. See **Attachment 7**.

5.5.3.1 Hot Wash

The Board of Direction (1) **ENGAGED** in a hot wash of the current process for tracking the top priority strategies, (2) **DISCUSSED** if new strategies should become top priorities, and (3) **DISCUSSED** if existing top priorities are no longer top priorities due to accomplishment or other reasons. The Board of Direction will **RECEIVE** a new version of KPIs for approval at the January 2020 meeting.

5.5.4 Messaging Update

The Board of Direction **RECEIVED** an update on the messaging tool developed in response to Director Cagle's concern regarding the complexity of the Society's strategic plan. See **Attachment 8**.

5.6 **2020 Planning**

K.N. Gunalan, Ph.D., P.E., D.GE; 2020 ASCE President

The Board of Direction **ENGAGED** in discussion to plan for meetings and outcomes in 2020 and was **ASKED** to submit its top eight (8) topics in order of priority by November 1, 2019. See **Attachment 9**.

5.7 **Governing Documents Committee**

Mario Ricoszi, P.E., F.ASCE; Chair

5.7.1 **Read Report**

The report of the Governing Documents Committee was **READ** into the official record of this meeting. See **Attachment 10**.

5.7.2 **Constitution and Bylaws**

The Board of Direction **DISCUSSED** the proposed revisions to the Society's Constitution, (2) **PROVIDED** instruction to the Governing Documents Committee on the issues to be resolved, and (3) **CONSIDERED** the proposed amendments to the Constitution acceptable for first reading, as amended. See **Attachment 10, GDC-1**.

5.7.3 **At-Large Director Review Panel**

The Board of Direction **ACCEPTED** for first consideration, debate and discussion an amendment to Bylaws, Article 7.4.3.1, to include a Younger Member as a voting member on the At-Large Director Review Panel. See **Attachment 10, GDC-2**.

5.7.4 **At-Large Director Nominations**

The Board of Direction **ACCEPTED** for first consideration, debate and discussion amendments to Bylaws, Article 7.4.3.3.2, to allow the Younger Member Councils to submit candidates for the At-Large Director position. See **Attachment 10, GDC-3**.

5.7.5 **Affiliate Member Voting Rights**

The Board of Direction **ACCEPTED** for first consideration, debate and discussion an amendment to the Constitution, Article 2.0, to allow Affiliate Members the right to vote in the Society's election. See **Attachment 10, GDC-4**.

NOTE: *The Committee pointed out to the Board of Direction that if an Affiliate Member is granted voting rights, then under the current qualifications for President-elect an Affiliate Member would be*

eligible to run for the office of President-elect. If the Board wishes to change the qualifications, and require membership at a higher grade, that can be accomplished with an amendment to the Bylaws presented in January 2020.

5.7.6 Establishment of New Student Chapters

The Board of Direction **APPROVED** by two-thirds vote on second reading amendments to Bylaws, Article 9.4.5, regarding the establishment of new Student Chapters. See **Attachment 10, GDC-5.**

5.7.7 Member Qualifications

The Board of Direction **APPROVED** by two-thirds vote on second reading amendments to Bylaws, Article 2, to correct outdated references and clarify requirements of the Associate Member and Member grades as they apply to civil engineering technology program graduates. See **Attachment 10, GDC-6.**

5.7.8 Standing Committees

The Board of Direction **APPROVED** by two-thirds vote amendments to Bylaws, Article 9.2.2, to add the Members of Society Advancing Inclusion Council as a standing Board Committee, and Bylaws, Article 9.2.3, to change the name of the Committee on Advancing the Profession to the Committee on Professional Advancement. See **Attachment 10, GDC-7.**

5.8 Treasurer's Report

Jennifer B. Epp, P.E., F.ASCE; Treasurer

The Board of Direction **RECEIVED** a report on the financial status and reserves of the Society. See **Attachment 11.**

5.9 Balanced Budget

Jennifer B. Epp, P.E., F.ASCE; Treasurer; Thomas W. Smith III, ENV SP, CAE, F.ASCE, Executive Director; Gerald Buckwalter, A.M.ASCE, Chief Operating Strategy Officer; Pete Shavalay, Chief Financial Officer

The Board of Direction **APPROVED** the proposed plan to balance the Society's budget within three years. See **Attachment 12.**

5.10 ASCE Digital Strategy

Diane Javaid, Aff.M.ASCE; Director, Web Operations
Jonathan Murray, EVP & CTO of Digital Prism Advisors

The Board of Direction **APPROVED** the hiring of Digital Prism Advisors and Interactive Strategies for the development and implementation of a Society-wide Digital Strategy and **AUTHORIZED** the expenditure of approximately \$975,000 to \$1,500,000 from reserves over 2-3 years. See **Attachment 13.**

The Board of Direction **AUTHORIZED** creation of an Advisory Group to provide consultation and support of the digital strategy project goals and **DIRECTED** Treasurer Epp and President Gunalan to work with staff to populate the Advisory Group with volunteers to be approved by the Executive Committee.

5.11 Future World Vision

Gerald Buckwalter, A.M.ASCE; Chief Operating Strategy Officer

The Board of Direction **RECEIVED** an update on the Future World Vision project. See **Attachment 14.**

5.12 Grand Challenge and Industry Leaders Council

Terry F. Neimeyer, P.E., BCEE, ENV SP, F.ASCE

The Board of Direction **RECEIVED** a status report on the Grand Challenge project and Industry Leaders Council. See **Attachment 15.**

5.13 Executive Committee

Robin A. Kemper, P.E., LEED AP, ENV SP, F.SEI, F.ASCE; Chair

5.13.1 Meeting Minutes

The minutes from the Executive Committee meetings were **DISTRIBUTED** to the Board of Direction upon approval.

5.14 Public Policy Committee

5.14.1 Revised Policies

The Board of Direction **APPROVED** the following revised policy statements. See **Attachment 16.**

5.14.1.1 PS 218 Improvement and Maintenance of Ports, Harbors, and Inland Waterways

5.14.1.2 PS 403 Consultation on Civil Engineering Projects

5.14.1.3 PS 465 The Civil Engineering Body of Knowledge and the Practice of Civil Engineering

- 5.14.1.4 PS 496 Innovative Financing for Transportation Projects
- 5.14.1.5 PS 549 Unmanned Aircraft Systems

5.14.2 2020 Federal and State Priority Issues

The Board of Direction **APPROVED** the 2020 Federal and State Priority Issues as identified in **Attachment 17**.

5.15 At-Large Director Criteria

The Board of Direction **APPROVED** the 2020 At-Large Director criteria as developed by the At-Large Director Review Panel for distribution to the appropriate nominating entities. See **Attachment 18**.

5.16 EMI Presidential Appointee

The ASCE Board of Direction **AUTHORIZED** an exemption to the EMI bylaws to allow an additional Presidential appointee to the EMI Board of Governors and **APPOINTED** Elisabeth Malsch, Ph.D., P.E., M.ASCE, Senior Principal, Thornton Tomasetti, New York, NY, as a second Presidential Appointee to the EMI Board of Governors for a period of one year, through 2020. See **Attachment 19**.

5.17 Committee Appointments

The Board of Direction **APPROVED** the appointments of Howard Thomas, P.E., F.ASCE to the History and Heritage Committee and Asif Faiz, Ph.D., P.E., F.ASCE to the Membership Application Review Committee to fill vacancies on the committees through October 2020.

5.18 Committee Annual Reports

The Board of Direction **RECEIVED** the annual reports from the Society's standing Society Committees. See **Attachment 20**.

5.19 Official Society Visit Reports

The Official Society Visit Reports from those Board of Direction members who submitted one, are **PROVIDED** in **Attachment 21**.

5.20 Resolutions

The Board of Direction **APPROVED** the actions taken on Resolutions, as modified. See **Attachment 22**.

5.21 Liaison Reports

The Board of Direction **RECEIVED** for information the following reports from representatives to ASCE liaison organizations. See **Attachment 23**.

- ABET, Inc.
- Advisory Committee on Water Information
- American Academy of Environmental Engineers and Scientists
- American Association of Engineering Societies
- Asian Civil Engineering Coordinating Council
- Civil Engineering Certification
- Engineers' Joint Contract Documents Committee
- Engineers without Borders – USA
- Institute for Sustainable Infrastructure
- NCEES Committee on Examinations for Professional Engineers
- NCEES Participating Organizations Liaison Council
- Offshore Technology Conference
- Unión Panamericana de Asociaciones de Ingeniería (UPADI)
- United Engineering Foundation
- World Federation of Engineering Organizations

5.22 Future Meetings

A schedule of upcoming meetings may be found in **Attachment 24**.

6.0 OPEN FORUM

The Board of Direction **DISCUSSED** topics of interest not covered on the Board agenda. To comply with the Rules of Policy and Procedure, Article 5.4.2.5, the Board did not act on items that were not received by the Secretary forty-five (45) days prior to the Board of Direction meeting.

7.0 EXECUTIVE SESSION – CLOSED SESSION

The Board of Direction **DISCUSSED**, in closed Executive Session, items that are confidential in nature.

8.0 NEXT MEETING

The next meeting of the Board of Direction will be held in Detroit, Michigan on January 9, 2020, following the Board of Direction Nominating Committee meeting.

9.0 ADJOURNMENT

The Board of Direction meeting **ADJOURNED** at approximately 5:00pm on Tuesday, October 15, 2019.