



BOARD OF DIRECTION MEETING

MINUTES

**January 9, 2020
Detroit, MI**

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)*

ASCE staff participated in a conference call with EWRI-AAEES leaders to discuss strategy. After developing written talking points, a plan was developed for appropriate volunteers to contact AAEES volunteer leaders to test the waters. Original contacts have taken place and were favorably received, with an agreement by the AAEES contacts to further explore the interest of additional AAEES leaders in a mutually beneficial affiliation. ASCE staff have also had contacts with SECB volunteer leaders, who have expressed interest in discussing a mutually beneficial affiliation. Both AAEES and SECB appear to be experiencing financial and membership challenges, and it is anticipated that these communications will continue strategically as the task committee on credentialing continues its work. This task is completed and will be removed from the assignment list.

- 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)*

A list of volunteers was presented to the Executive Committee for approval at its January 16, 2020 meeting. This task is completed and will be removed from the assignment list.

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 Task Committee's final report and recommendations were included in the Board's January agenda for consideration. This task is completed and will be removed from the assignment list.

- 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. Some committees still need to comply with the Board's directive.

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

This task is completed and will be removed from the assignment list.

BOARD STRATEGIC ADVISORY COUNCIL

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

The revised KPIs were included on the Board's January agenda for review and approval. This task is completed and will be removed from the assignment list.

- Obtain Champion Reports for inclusion in the January 2020 Board agenda from those priorities tracking yellow, red, or yellow to green. (October 2019)

The Champion Reports were included in the agenda for the Board's review. This task is completed and will be removed from the assignment list.

- Develop a measurable KPI related to revenue and expenditures. (January 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)

Civil Engineering Certification submitted a written report for inclusion in the January 2020 agenda on the progress it has made to provide a mechanism for the post-licensure certification of the various specialties within civil engineering.

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)*

The Governing Documents Committee reviewed the proposed amendments to add the At-Large Directors to the Committee on Younger Members. The amendments were part of the GDC report included in the January 2020 Board agenda for consideration. This task is completed and will be removed from the assignment list.

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 accepted for first consideration, debate and discussion at the October 2019 meeting. The amendments were part of the GDC report included in the January 2020 Board agenda for approval on second reading consideration. This task is completed and will be removed from the assignment list.

- 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 was part of the GDC report included in the January 2020 Board agenda for approval on second reading consideration. This item will be placed on the election ballot for approval by the membership. This task is completed and will be removed from the assignment list.

- Prepare amendments to the governing documents to create a Government Engineers Council that will report to the Board of Direction for an initial period of three years. *(January 2020)*

Staff assigned to work with the Government Engineers Council will develop a charge and organizational structure to present to the Governing Documents Committee for review and submission to the Board of Direction. Anticipated date of completion is July 2020.

- Prepare amendments to the governing documents to move the Public Agency Peer Review Committee as a constituent committee of the Executive Committee until the Government Engineers Council is created and assumes oversight of PAPRC as its own constituent committee.

MEMBER COMMUNITIES COMMITTEE

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

MCC submitted the amendments to the Governing Documents Committee for review and they are provided to the Board for consideration at the January 2020 meeting. This task is completed and will be removed from the assignment list.

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

MCC 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**

January 9, 2020

1.0 ROLL CALL

1.1 Convene

The Board of Direction **CONVENED** at 1:00 p.m. Eastern Time on Thursday, January 9, 2020, in the LaSalle Room at the Detroit Marriott at The Renaissance Center in Detroit, MI.

1.2 In Attendance: President Gunalan, Chair; President-elect Briaud; Past President Kemper; Directors Agyare, Anderson-Bomar, Cagle, Cioffi, Lau, McKeehan, Millar, Moore, Odeh, Paz, Pena-Mora, Raudenbush, Stafford, Sayah, Sutter; Treasurer Epp; Secretary Smith; members of staff; guests.

**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
- Excellence
- Teamwork
- Accountability
- Committed to ASCE's purpose, vision, mission, goals and Code of Ethics

2.7 **Safety Minute**

The Board of Direction **ENGAGED** in a safety minute 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 amended.

4.0 MINUTES of PREVIOUS BOARD of DIRECTION MEETING(S)

4.1 The Board of Direction **APPROVED** the minutes of the meeting held October 14-15, 2019, in Miami, Florida. The minutes are posted in the Board's collaborate site.

5.0 BUSINESS

5.1 2020 Priority Planning

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

The Board of Direction **DISCUSSED** the results of the 2020 priority rankings to provide guidance in setting the agendas for March, July and October 2020. President Gunalan provided a chart showing how the priority rankings map to the Society's strategic plan and referenced his plan to create two task committees – one on organizational effectiveness and one on sponsorship strategies – that do not tie into the key performance indicators. See **Attachment 1.**

5.2 Board Strategic Advisory Council

Feniosky Pena-Mora, Ph.D., P.E., M.ASCE; Chair

5.2.1 Key Performance Indicators

The Board of Direction **APPROVED** revisions to the Key Performance Indicators, as modified. See **Attachment 2.**

5.2.2 2019 Strategic Plan Dashboard and Champion Reports

The Board of Direction **RECEIVED** for information the 2019 Strategic Plan/KPIs Implementation Dashboard and the Champion Reports for those strategies currently tracking yellow or red. See **Attachment 3.**

5.2.3 2020 Strategic Plan Dashboard

The Board of Direction **APPROVED** the proposed revisions from the Board Strategic Advisory Council to the Strategic Plan/KPIs Implementation Dashboard for 2020. See **Attachment 4.**

The Board of Direction **DIRECTED** the Board Strategic Advisory Council to develop a measurable KPI related to revenue and expenditures.

5.3 Task Committee to Review a Government Engineers Council

Roger M. Millar, Jr., P.E., F.ASCE; Chair

The final report of the Task Committee to Review a Government Engineers Council was **READ** into the official record of this meeting. See **Attachment 5.**

5.3.1 Formation of GEC Council

The Board of Direction **AUTHORIZED** the formation of a Government Engineers Council (GEC) that will report to the Board of Direction for an initial period of three years, and **DIRECTED** the Governing Documents Committee to make the appropriate amendments to the Rules of Policy and Procedure to codify this action.

5.3.2 Initial Charge

The Board of Direction **APPROVED** that, as part of its initial charge, the Government Engineers Council should be given the opportunity and leeway to:

- Conduct outreach to government engineers who are members of ASCE to determine their interest in the GEC and solicit their suggestions for improving on the model.
- Assess the programmatic and revenue generating points of the other models considered as well as new ideas for incorporation of promising elements of other models into the GEC.
- Develop a more detailed budget for the GEC, including an assessment of self-sufficiency over time.

5.3.3 Public Agency Peer Review Committee

The Board of Direction **CONSIDERED** a motion for PAPRC to resume operation as a constituent committee of ExCom until the Government Engineers Council is created and assumes oversight of PAPRC as its own constituent committee, **APPROVED** an amendment to the motion to add the expectation that the PAPRC will be cost neutral inclusive of staff costs, and **DEFEATED** the amended motion.

The Board of Direction **AUTHORIZED** PAPRC to resume operation as a constituent committee of ExCom until the Government Engineers Council is created and assumes oversight of PAPRC as its own constituent committee, with the expectation that the PAPRC will be cost neutral exclusive of staff costs.

5.3.4 Discharge

The Board of Direction **DISCHARGED** the Task Committee to Review a Government Engineers Council, with thanks.

5.4 **Institutes-Regions Summit**

Jean-Louis Briaud, Ph.D., P.E., D.GE, Dist.M.ASCE

The Board of Direction **APPROVED** a 1.5 days Institutes-Regions Summit in Reston, Virginia, prior to the July ASCE Board of Direction meeting, to be financed by decreasing President-elect Jean-Louis Briaud's travel budget by \$10,000. A Task Committee to develop an organizational plan for the Summit will be appointed by the Executive Committee. See **Attachment 6**.

5.5 **Student Presidential Group**

Jean-Louis Briaud, Ph.D., P.E., D.GE, Dist.M.ASCE

The Board of Direction **AUTHORIZED** the creation of a Student Presidential Group, comprised of one (1) student selected by each Region and Institute, to participate in a monthly conference call with the President-elect to discuss opportunities to increase student transition. See **Attachment 7**.

5.6 **Executive Committee**

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

5.6.1 **Meeting Minutes**

The minutes from the Executive Committee meetings were **POSTED** in the Board of Direction collaborate site upon approval.

5.7 **Governing Documents Committee**

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

The report of the Governing Documents Committee was **READ** into the official record of this meeting. See **Attachment 8**.

5.7.1 **Eligibility to Serve as President and President-elect**

The Board of Direction **RECEIVED** for first consideration, debate and discussion, amendments to the Bylaws, Articles 6.0.1.1 and 6.0.2.1 regarding the qualifications to run for ASCE President-elect and serve as President, and **CONSIDERED** the proposed amendments acceptable for first reading. See **Attachment 8, GDC-1**.

5.7.2 **Constitution Revisions**

The Board of Direction (i) **APPROVED** a motion to **TABLE** further consideration of amendments to Article 7 of the Constitution, and (ii) **RECEIVED** and **APPROVED** by two-thirds vote on second consideration, except for modifications to Article 7, amendments to the Constitution and **RECOMMENDS** the membership approve the

revisions when presented on the May 2020 election ballot. See **Attachment 8, GDC-2.**

5.7.3 Affiliate Member Voting Rights

The Board of Direction **RECEIVED** and **APPROVED** by two-thirds vote on second consideration an amendment to the Constitution, Article 2.0, to allow Affiliate Members the right to vote in the Society's election and **RECOMMENDS** the membership approve the revision when presented on the May 2020 election ballot. See **Attachment 8, GDC-3.**

5.7.4 Election Endorsements

The Board of Direction **APPROVED** by two-thirds vote proposed amendments to Rules of Policy and Procedure, Article 7.7, to eliminate endorsements of Official and Petition Nominees by Organizational Entities and Individual members. See **Attachment 8, GDC-4.**

5.7.5 Committee on Education Composition

The Board of Direction **APPROVED** by two-thirds vote proposed amendments to Rules of Policy and Procedure, Article 9.3.1, to modify the composition of the Committee on Education and its constituent committees in response to a directive from the Board of Direction to include at least one Younger Member on all ASCE committees. See **Attachment 8, GDC-5.**

5.7.6 Committee on Professional Advancement Composition

The Board of Direction **APPROVED** by two-thirds vote proposed amendments to Rules of Policy and Procedure, Article 9.3.2, to modify the composition of the Committee on Professional Advancement and that of its constituent committees to include at least one Younger Member on all ASCE committees. See **Attachment 8, GDC-6.**

5.7.7 Governing Documents Committee Composition

The Board of Direction **APPROVED** by two-thirds vote a proposed amendment to Rules of Policy and Procedure, Article 9.2.2.4, to enable a Younger Member to serve on the Governing Documents Committee. See **Attachment 8, GDC-7.**

5.7.8 Membership Application Review Committee Composition

The Board of Direction **APPROVED** by two-thirds vote a proposed amendment to Rules of Policy and Procedure, Article 9.2.2.5, to modify

the composition of the Membership Application Review Committee to include at least one Younger Member. See **Attachment 8, GDC-8.**

5.7.9 Society Awards Committee Composition

The Board of Direction **APPROVED** by two-thirds vote a proposed amendment to Rules of Policy and Procedure, Article 9.2.2.7, to modify the composition of the Society Awards Committee to include at least one Younger Member. See **Attachment 8, GDC-9.**

5.7.10 Committee on Pre-College Outreach Structure

The Board of Direction **APPROVED** by two-thirds vote an amendment to Rules of Policy and Procedure, Article 9.2.2.1, to include a Younger Member on the Committee on Pre-College Outreach and Article 9.2.2.1.1 to make National Engineers Week/DiscoverE a constituent committee of the Committee on Pre-College Outreach. See **Attachment 8, GDC-10.**

5.7.11 Committee on Younger Members Composition

The Board of Direction **APPROVED** by two-thirds vote an amendment to Rules of Policy and Procedure, Article 9.3.4.2, to include the Society's two At-Large Directors as ex officio non-voting members of the Committee on Younger Members. See **Attachment 8, GDC-11.**

5.7.12 Committee on Student Conferences and Competitions

The Board of Direction **APPROVED** by two-thirds vote an amendment to Rules of Policy and Procedure, Article 9, as modified, to create a Committee on Student Conferences and Competitions. See **Attachment 8, GDC-12.**

5.7.13 At-Large Director Review Panel Bylaws

The Board of Direction **RECEIVED** and **APPROVED** by two-thirds vote on second consideration an amendment to the Bylaws, Article 7.4.3.1, to include a Younger Member as a voting member on the At-Large Director Review Panel. See **Attachment 8, GDC-13.**

5.7.14 At-Large Director Nominations - Bylaws

The Board of Direction **RECEIVED** and **APPROVED** by two-thirds vote on second consideration amendments to the Bylaws, Article 7.4.3.3.2, to allow the Younger Member Councils to submit candidates for the At-Large Director position. See **Attachment 8, GDC-14.**

5.7.15 At-Large Director Nominations – Rules

The Board of Direction **APPROVED** by two-thirds vote amendments to the Rules of Policy and Procedure, Articles 7.13.1 and 7.13.2, to enable the Younger Member Councils to submit candidates for the At-Large Director position. See **Attachment 8, GDC-14.**

5.7.16 Draft Bylaws Revisions for January

The Board of Direction **RECEIVED** for information only a first draft of revisions to the Society's Bylaws and was **ASKED** to participate in a conference call with the Governing Documents Committee to provide feedback to assist in preparation of the Bylaws for first consideration, debate and discussion at the March 2020 meeting. See **Attachment 8, GDC-15.**

5.8 Dues Model

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

The Board of Direction **RECEIVED** an interim report on the status of the research conducted on the ideal dues model. A final report will be presented to the Board at its July 2020 meeting. See **Attachment 9.**

5.9 Task Committee on Committee Realignment

Terry Neimeyer, P.E., F.ASCE; Chair

The Board of Direction **RECEIVED** for information a written interim report from the Task Committee on Committee Realignment. See **Attachment 10.**

5.10 Civil Engineering Certification, Inc.

The Board of Direction **RECEIVED** a written report from the Civil Engineering Certification, Inc. on the progress it has made to provide a mechanism for the post-licensure certification of the various specialties within civil engineering. See **Attachment 11.**

6.0 EXECUTIVE SESSION – CLOSED SESSION

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

7.0 NEXT MEETING

The Board of Direction was invited to participate in a conference call with the Governing Documents Committee on January 15, 2020, to provide input on the draft version of the Society's Bylaws for the March 2020 meeting.

The next meeting of the Board of Direction will be held in Washington, D.C. on March 14-15, 2020.

8.0 ADJOURNMENT

The Board of Direction meeting **ADJOURNED** at approximately 6:45pm on January 9, 2020.