



# **BOARD OF DIRECTION MEETING**

## **MINUTES**

**March 14-15, 2020  
Washington, DC**

## STATUS OF ACTION ITEMS FROM PRIOR BOARD MEETINGS

### ASSIGNED TO STAFF

- Create a one-page strategic plan dashboard, in collaboration with the Board Strategic Advisory Council. *(October 2019)*
- Schedule a call with the Board of Direction in advance of the July Board meeting to discuss dues structure options. *(March 2020)*
- Add Steel Bridge Competition to a future Board agenda. *(March 2020)*

### ASSIGNED TO BOARD, COMMITTEE OR OTHER ENTITY

#### **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 STUDENT CONFERENCES AND COMPETITIONS**

Encouraged to include a Student Member on the committee. *(March 2020)*

#### **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.*

### **EXECUTIVE COMMITTEE**

- Create a task group comprised of the Executive Committee plus Directors Odeh and Stafford to develop emergency guidelines. *(March 2020)*

### **GOVERNING DOCUMENTS COMMITTEE**

- 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. *(January 2020)*
- Prepare amendments to the governing documents to enable Student Members the right to vote in the Society's national election. *(March 2020)*

## BOARD OF DIRECTION MINUTES

March 14-15, 2020

### 1.0 ROLL CALL

#### 1.1 Convene

The Board of Direction **CONVENED** at 8:30 a.m. Eastern Daylight Time on March 14, 2020, in the Columbia B Room at the Hyatt Regency Capitol Hill Hotel in Washington, DC.

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

**Excused:** Director Pena-Mora

### 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 **ENGAGED** in a safety minute at the start of the meeting.

# **3.0 AGENDA**

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

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

# **4.0 MINUTES of PREVIOUS BOARD of DIRECTION MEETING(S)**

**4.1** The Board of Direction **APPROVED** the minutes of the January 9, 2020, meeting held in Detroit, Michigan. The minutes are available on the Board collaborate site.

## **5.0 BUSINESS**

### **5.1 Public Policy and Infrastructure**

Kristina Swallow, P.E., ENV SP, Pres.18.ASCE; Chair, ASCE Committee on America's Infrastructure

The Board of Direction **RECEIVED** an update on progress to achieve ASCE Strategic Plan Goal 3, plans for the 2021 Infrastructure Report Card and Failure to Act studies, and **ENGAGED** in a strategic discussion on how to advance sustainable infrastructure as a national priority. See **Attachment 1**.

### **5.2 Membership Update**

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

The Board of Direction **RECEIVED** an update on the Society's year-to-date 2020 membership number and dues revenue. See **Attachment 2**.

### **5.3 Executive Committee**

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

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

### **5.4 ASCE Dues Renewal**

The Board of Direction **CONSIDERED** optional 2021 Dues Renewal formats, specifically to address the Board of Direction's July 2019 decision to implement an ASCE Foundation check off box as a default and **APPROVED** an "opt-in" option. See **Attachment 3**.

**NOTE:** *The Board of Direction asked that a conference call be scheduled in advance of the July meeting to discuss the dues structure options.*

### **5.5 Task Committee to Review Organizational Efficiency**

The Board of Direction **APPROVED** the proposed charge, task committee roster and reporting timeline to create a Task Committee to Review Organizational Efficiency to undertake a review of the Society's organizational entities from an operational and funding perspective to identify duplication, overlap and inefficiencies due to the Society's structure. See **Attachment 4**.

## 5.6 **Improving Student Transition Rate**

The Board of Direction **AUTHORIZED** President-elect Briaud to prepare a more detailed strategy regarding student transition and report back to the Board at its July 2020 meeting. See **Attachment 5**.

## 5.7 **International Activities**

Meggan Maughan-Brown, Aff.M.ASCE; Director, Global Programs

The Board of Direction **RECEIVED** an update on the Society's international activities. See **Attachment 6**.

## 5.8 **Board Strategic Advisory Council**

Marsha Anderson Bomar, F.ASCE; Member

The Board of Direction **RECEIVED** for information the 2019 Dashboard reflecting the final fourth quarter calendar outcomes and the champion reports for those strategies tracking yellow or red, and **ACCEPTED** the 2020 Dashboard which includes changes to Goal 6(a) KPI 1. See **Attachment 7**.

## 5.9 **Audit Committee**

Marsha D. Anderson Bomar, F.ASCE; Chair

### 5.9.1 **Read Report**

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

### 5.9.2 **FY 2019 Audited Financial Statements**

The Board of Direction **ACCEPTED** the Society's Audited Financial Statements for Fiscal Year 2019.

### 5.9.3 **FY 2020 Auditor**

The Board of Direction **APPOINTED** RSMUS as the Society's auditor for the consolidated financial statements for fiscal year 2020.

## 5.10 **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 9**.

### 5.11 **Executive Director's Report**

Thomas W. Smith III, CAE, ENV SP, F.ASCE; Executive Director

The Board of Direction **RECEIVED** a report from Executive Director Smith on the actions the Society has taken with regard to COVID-19, as well as the accomplishments of the Society since the October 2019 meeting as they relate to the six strategic goals. See **Attachment 10**.

### 5.12 **Task Committee on the Code of Ethics**

Brock E. Barry, Ph.D., P.E., F.ASCE; Chair

#### 5.12.1 **Read Report**

The report of the Task Committee on the Code of Ethics was **READ** into the official record of this meeting. See **Attachment 11**.

#### 5.12.2 **Code of Ethics**

The Board of Direction **PROVIDED** feedback on the proposed revisions to the Society's Code of Ethics in preparation for first reading consideration at the July 2020 meeting.

### 5.13 **Student Voting**

Edward Stafford, P.E., PTOE, F.ASCE; Member, Member Communities Committee

The Board of Direction **APPROVED** a recommendation from the Task Committee on Student Voting to allow student members the right to vote in the Society's national election and **DIRECTED** the Governing Documents Committee to prepare the necessary amendments to the Society's Constitution and Bylaws. See **Attachment 12**.

### 5.14 **Student Conferences**

Edward W. Stafford, P.E., PTOE, F.ASCE; Member, Member Communities Committee

The Board of Direction **APPROVED** (i) a request from the Committee on Student Conferences and Competitions to evaluate student conference reorganization, and (ii) agreed to actively engage in the student conference(s) taking place in their respective Region this March and April 2020 by participating with the Regional Champion Support Teams. (Note that these student conferences and competitions were subsequently cancelled due to COVID-19.) See **Attachment 13**.

**NOTE:** *The Committee was encouraged to include a Student Member on the Committee.*



**5.15 Student Chapter Dues**

Matt Swenty, Ph.D., P.E., M.ASCE; Chair, Committee on Student Members

The Board of Direction **MAINTAINED** Student Chapter dues at the current level of \$75, as an investment in students. See **Attachment 14**.

**5.16 Digital Strategy**

Jonathan Murray, EVP and CTO of Digital Prism Advisors  
Diane Javaid, ASCE Director Web Operations

The Board of Direction **RECEIVED** an update on ASCE's digital strategy. See **Attachment 15**.

**5.17 Governing Documents Committee**

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

**5.17.1 Read Report**

The report of the Governing Documents Committee was **READ** into the official record of the meeting. See **Attachment 16**.

**5.17.2 Officer Qualifications – Stand Alone Amendment**

The Board of Direction **RECEIVED** for first consideration, debate and discussion proposed amendments to the Society's Bylaws, Articles 6.0.1.1 and 6.0.2.1 to establish the membership grades eligible to serve as ASCE President and President-elect and **CONSIDERED** the amendments acceptable for first reading. See **Attachment 16, GDC-1**.

**5.17.3 Treasurer – Stand Alone Amendment**

The Board of Direction **RECEIVED** for first consideration, debate and discussion a proposed amendment to the Society's Bylaws, Article 6.0.5.2, to implement a three-year term limit for the Treasurer and **CONSIDERED** the amendments acceptable for first reading. See **Attachment 16, GDC-2**.

**5.17.4 Geographic Region Directors – Stand Alone Amendment**

The Board of Direction **RECEIVED** for first consideration, debate and discussion a proposed amendment to the Society's Bylaws, Article 6.1.1.1.1, to modify the qualifications to serve as a Geographic Region Director and **CONSIDERED** the amendments acceptable for first reading. See **Attachment 16, GDC-3**.

#### **5.17.5 At-Large Director Path to President – Stand Alone Amendment**

The Board of Direction **RECEIVED** for first consideration, debate and discussion a proposed amendment to the Society's Bylaws, Article 7.2.1.1.3, to add a path for past At-Large Directors to declare and run for ASCE President and **CONSIDERED** the amendments acceptable for first reading. See **Attachment 16, GDC-4.**

#### **5.17.6 Bylaws**

The Board of Direction **RECEIVED** for first consideration, debate and discussion amendments to the Society's Bylaws and **CONSIDERED** the amendments acceptable for first reading. See **Attachment 16, GDC-5.**

**NOTE:** *The Board decisions made on agenda items 5.17.2 – 5.17.5 will be incorporated in the Bylaws presented for second reading consideration and approval in July.*

#### **5.17.7 MOSAIC**

The Board of Direction **APPROVED** by two-thirds vote an amendment to Rules of Policy and Procedure, Article 9.2.3, to change the name of the Members of Society Advancing Inclusion Council to Members of Society Advancing an Inclusive Culture, and add the required Younger Member to the committee's composition. See **Attachment 16, GDC-6.**

#### **5.17.8 Younger Members on Committees**

The Board of Direction **APPROVED** by two-thirds vote amendments to Rules of Policy and Procedure, Article 9, to include a Younger Member on Standing Board Committees, Standing Society Committees and their constituent committees, and ExCom constituent committees. See **Attachment 16, GDC-7.**

#### **5.18 Member Communities Committee**

The Board of Direction **APPROVED** the appointment of Hong Ting Chiu, P.E., M.ASCE, to fill a vacancy on the Member Communities Committee through the 2020 term.

#### **5.19 Resolutions**

The Board of Direction **APPROVED** the actions taken on Resolutions received, as shown in **Attachment 17.**

## 5.20 Official Society Visit Reports

The Official Society Visit reports, from those Board of Direction members who submitted one, are **PROVIDED** in Attachment 18 for the time frame October 16, 2019 through March 31, 2020.

## 5.21 Future Meetings

A schedule of upcoming meetings may be found in Attachment 19.

# 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.

**NOTE:** *The Board of Direction requested that a task group comprised of the Executive Committee plus Directors Odeh and Stafford be formed to develop emergency guidelines.*

# 7.0 DISTINGUISHED MEMBERS – CLOSED SESSION

## 7.1 Distinguished Members – CLOSED SESSION

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

The Board of Direction **ELECTED**, in closed session, the following individuals as Distinguished Members of the Society.

Lorne G. Everett, Ph.D., Hon.D.WRE, Dist.M.ASCE  
George E. Gibson, Jr., Ph.D., P.E., Dist.M.ASCE  
D. Vaughan Griffiths, Ph.D., D.Sc., D.GE, P.E., C.Eng., Dist.M.ASCE  
James R. Harris, Ph.D., P.E., F.SEI, Dist.M.ASCE  
Ron Klemencic, P.E., F.SEI, Dist.M.ASCE  
Steven L. Kramer, Ph.D., Dist.M.ASCE  
Ronald K. Rowe, Ph.D., P.Eng., Dist.M.ASCE, NAE  
Richard M. Vogel, Ph.D., Dist.M.ASCE

# 8.0 EXECUTIVE SESSION – CLOSED SESSION

The Board of Direction **CONVENED** in Executive Session to discuss items that are confidential in nature.

## **9.0 NEXT MEETING**

The next meeting of the Board of Direction will be held in Reston, Virginia on July 10-11, 2020. The Institute-Region Summit will convene following the meeting on July 12-13, 2020.

## **10.0 ADJOURNMENT**

The Board of Direction meeting **ADJOURNED** at approximately 5:00pm on March 15, 2020.