

## **IRWA Governance Task Force Minutes**

**August 14, 2019**

by Carrol McCracken

1. **Welcome and Call to Order:** Meeting was called to Order at 9:04 a.m., PST by President Elect, Sharon Slauenwhite.
  
2. **Roll Call:** There was a roll call of all members at the meeting. They included:
  - Region 1 Representative Ray Mehler, Region 1 Secretary/Treasurer
  - Region 2 Representative Kim Hiebert, International Director 2-year, Chapter 36
  - Region 3 Representative Carrol McCracken, Region 3 Secretary/Treasurer
  - Region 4, Ross Greene, President Chapter 52
  - Region 5 Representative Pat Petitto, Past Int. Pres. & Advisory Council
  - Region 6 Representative Matt Harris, Region 6 Secretary/Treasurer
  - Region 7 Representative David Whitlock, Chapter 45, PDC Chair
  - Region 8 Representative James Hardy, Region 8 Vice-Chair
  - Region 9 Representative, Lee Hamre, Past Int. Pres. & Advisory Council - absent
  - Region 10 Representative, Jenna Wood, Region 10 Chair

International Executive Committee/International Staff:

Sharon Slauenwhite, IEC President-Elect, IEC Liaison/Chair  
James Olschewski, IEC Treasurer  
Daniel Stekol, IRWA Interim CEO

3. **Agenda:** Agenda had been emailed out and there were no corrections.
  
4. **Approval of Minutes:** The minutes of the August 7, 2019, meeting were emailed out. There was one correction to make, James Hardy was present at the meeting. Carrol will make the correction. There was a motion to approve the corrected minutes by Ray, seconded by Matt. Motion carried. Sharon will post them on the Member Network along with the agenda after the meeting.
  
5. **Feedback from Regions:**

Sharon asked Jenna and Kim if they had a chance to review the question posed in the previous call about the recommendation in Section 2 of our report. Sharon had sent an email to each of them about it this morning. They both agreed they would have also voted in favor of the recommendation, which would cancel the final phase of the Governance Project.
  
6. **Other Communications:** Saharon said the minutes and agenda for the June 26 and July 10 meetings are uploaded onto the Member Network. After this meeting, the August 7 minutes and agenda will be uploaded.
  
7. **Discussion Topics:**

**Regions Spring Forum Summary Report**

James has received information from all of the Regions now, but he hasn't had time to finish compiling them yet. He hopes to have this completed in a draft form to email out by the end of the week, for everyone's review.

### **Member Survey**

Ray said the Region Chairs should be getting an email today asking them to send a message promoting the survey to their members. Some of the Chairs have sent it to Chapter Presidents already. Region Presidents should send a to their members on or about August 19, and the survey itself is going out on August 21. Ray asked Daniel about getting a preview of the actual survey questions prior to it being sent. Daniel will provide it to Ray.

There was a question about the content of the survey and it was pointed out this would be a small two-question survey that would only take one or two minutes. It is different than the questions asked of the Regions over the last few months.

### **Task Force Report - Section 3 – Future Recommendations:**

#### **Fair and Balanced Representation on the Board of Directors**

##### **#1. Do we think the IGC should address the gap identified re: International Chapters having no voice/vote on the International Governing Council.**

*Discussion at the last meeting indicates the GTF is open to recommending that the discussion/review on this topic continues with an objective of finding a means to bringing an International Chapter President to the IGC as a representative for the international membership outside the US & Canada.*

Feedback from the GTF members:

Members of the Task Force agreed with the wording and the response. There were some concerns voiced by some Canadian chapter members who wondered if they would lose their place since they are also International members/Chapters. These members were assured this was not the case, but glad they asked.

##### **#2. Should our Industry Committees, CoPs, Service Committees have a voice on the Board of Directors?**

*During the Governance Project, numerous suggestions were brought forward that these groups should have a voice and vote on the board of directors, however, because they are appointed positions, rather than elected positions, feedback at the Edmonton Leadership Session flagged some concerns about that. It was suggested that a nominations committee have the responsibility to identify candidates from those groups for one or more positions on the BOD. Candidates would run for election to the board or IGC. Is that a feasible option to investigate further? Ideally, membership, education, ethics, and credentialing would all be represented on the BOD with voice and vote.*

Feedback from the GTF members:

- It was expressed there have been significant IEC changes this last year with positive steps of having more communication with these groups, which may be enough without officially changing bylaws or giving votes. No need for changes at this moment, and encourage the IEC to keep this up.
- Transparency has helped at every level of the organization. With that funnel of information, these groups, it is a good step in the right direction. Felt committee chairs and other leaders should have a voice and it leads to leadership building.
- At this time the President Elect appoints the incoming Charis and Vice Chairs. It was expressed there is a potential conflict when people are appointed and those people are given a vote. An elected person may be better, but it again may come from a list.
- Aimie Mims has been involved with the Committees and COP's with the organization's strategic planning. There is a plan to keep communications with them quarterly.
- Multiple people supported these groups more engagement as previously mentioned, but the majority seemed to want to keep the expanded communications going before making changes and giving votes.
- It is a topic that can go both ways. In meeting with the groups, it is a concern they have. A lot of Committees and COP's have asked for a voice and vote. We can try the communications first, but not forget to revisit the concern in the future.
- The consensus was to put any discussion about a vote into a later phase. There is significant merit that the COP's and Committees have more of a voice, we want to see how their greater involvement works with the strategic planning process before making any large revisions. It may require a policy change for the IEC to always keep this level of communications with the COP's and Committees. This wouldn't be a change for the bylaws if is successful. The policies are being reviewed, but are almost done, so it may not be a change that can be made right now but could at a later time. The plan would be to review it again in the summer.

### **#3. Should consideration be given to exploring equalization of votes on the IGC/BOD**

*ie. Is it acceptable that a region with 5 chapters and 300 members has the same weighted vote (1) on the IGC as a region that has 14 chapters and 1300 members?*

*Does the GTF consider the status quo acceptable at this time or should there be further review of the imbalance of regional representation which is presently not proportional or balanced based on the number of members/chapters in each region?*

Should there be further review, or should we keep the status quo?

Feedback from the GTF members:

- Further review, but there could be problems in making changes. It was mentioned how the U.S. Constitution has both proportional and non-proportional representation. It could be seen the same way where the Board of Directors is proportional to membership and Chapter/Regions, and then the IEC is nonproportional. The Canadian Constitution was also discussed. If it is still working, why make changes.
- Concern that arises from stating we want further review of Region composition can generate old concerns or rumors that there are still desires for region realignment, region elimination, etc. that we do not want to foster.
- This is the reason for our Task Force. Changes in representation for Regions with low membership could cause them to feel their vote doesn't matter. Could cause rewrites on what constitutes a Region or a Chapter. I don't see the need to do it.
- It was mentioned how California has multiple chapters versus a place like Michigan has one. This just will happen when you have areas with a lower population. We should leave it as is because it hasn't caused problems. Past region alignment changes were ugly in the past. If smaller Chapters or Regions want to make changes, it should come from them.
- More concern about the expansion of a Region or Chapter in the future.
- Should there be a maximum number of Chapters in a Region? If one is too large, should it be split?
- This could be a dramatic change in structure and our recommendation is to work within our confines at this time, which has us staying with the status quo.
- Could a large Chapter receive more Directors/votes?
- It is hard to balance fair and equal.
- What problem has even really been caused by the current structure? An answer was since the votes are private, there have been concerns about groups voting in a block. In the past, there had been situations where IEC candidates did not visit some Regions. Otherwise, the votes aren't on large issues.
- There was ambivalence to this change, and we will recommend staying with the status quo.

#### **#4. Advisory Council status as voting directors.**

*Advisory Council members are the only members of the board that have no term limit to their role on the board of directors, essentially a "lifetime member" of the board of directors which is an anomaly to board governance standards. During the Governance Project, member/leader feedback indicated concerns about this, and some suggested that there should be a term limit on the advisory council having a vote.*

*The discussions at the San Antonio meeting and the Edmonton Leadership Session round table discussion on model advantages and disadvantages garnered feedback that confirmed that the Advisory Council's voice was very highly valued, but also suggested that a limitation be placed on the privilege to vote. A possible option would be for current Advisory Council members to retain their vote for life, but a bylaw change be considered that would provide new advisory council members with a vote that expired 5 years after their International Presidency term ended. This measure, over time, would limit the formal voting body of the Advisory Council to 3-5 members with a remainder of the Advisory Council having that important tribal knowledge voice to counsel the voting group of 5.*

Feedback from the GTF members:

- Before running, past Presidents were told this was a vote for life. This helps promote future involvement. There have been concerns about people getting older, and promoting younger members is good for the Advisory Council and the Association. Typically never more than 10-15 members of the Advisory Council are in attendance. They don't vote in a block. Maybe we don't want to be like everyone else. It keeps people involved.
- It is a nice way to seek counsel. We need to ensure people who vote are engaged. How to come to a consensus on what we have heard. Many people feel it isn't something we should do.
- Not super concerned about the quantity of Advisory Council as they vote through the Board of Directors. 140 members of the Board of Directors are from chapters. Likes how we can have Advisory Council members participate.
- It is costly for past Presidents to attend. Their registration is comped, but they pay for all other expenses on their own, so they really want to attend.
- There is really no impact or manipulation with them paying their own way. Having their registration comped is a salute to their invaluable past service. Taking their vote away is an Insult as long they still contribute, they provided a service.
- Can we determine how many Advisory Council members have attended over the last 5 years to see if this is really an issue? If we put factual numbers to it, putting it in might calm concerns.
- Advisory Council members have a responsibility to be an informed voter
- There are leadership meetings for all Board of Director attendees about 6 weeks prior to the Board Meeting prior to the Annual Conference. This is an opportunity to ask questions and become informed.
- One Task Force member mentioned the concern voiced is not meant to disrespect. It may be from an external perception of our association. Putting in the time doesn't mean someone has to continue to participate and have that responsibility. Some members are vehemently opposed to staying with the status quo, but they may be a vocal few. Feel we should do something, even if there hasn't been a

- problem in the past.
- People need to be informed and attend other meetings to have informed voters. In a Chapter level, an officer typically serves 6-8 years and they don't have votes for life.
    - a. One person agreed it doesn't seem consistent with how the Chapters and Regions function. If we want to be consistent, maybe it needs to change.
    - b. Not the same thing with the level of commitment for Chapter officers versus IEC President? Members don't see the difference, but it is there. It is a perception.
    - c. If there is a feeling the level of commitment for an International President is different than a Chapter President, should it be proportional? Is a lifetime vote proportionate or should it be 5 years?
    - d. Region 5 has one chapter where they the past one or two Presidents are given a vote. Not all of the Chapters operate the same.
    - e. Board of Directors is the best way to use experience and knowledge of our past Presidents.
    - f. Consistency in Chapters versus IEC is something not considered before.
  - A decision was made to allow Lee to voice her comments before we would vote.
  - People feel there is a problem, is it with a few people, the group as a whole, or just a perception.
  - People feel there could be problems, with
    - a. Continuing to contribute in the future is fine, but it shouldn't require a vote. Is this the right way to ask people to continue to contribute? There is a fear that very few could influence the association greatly.
    - b. There are some Advisory Council members who do influence others, but there have been instances where they oppose each other.
  - Comments from the surveys focused on the advantage of the Advisory Council having a voice, but a disadvantage listed was them having too many votes.

### **Competency-Based Leadership Discussion:**

#5 What we envision as an ideal leadership training program for our volunteer leaders; identifying what are the key competencies needed to support the Association.

Key components for volunteer leaders. Attributes or skill sets to support the association.

- Proactive and respectful communications
- See and present both sides of an issue
- Commitment and passion for IRWA, which can be cultivated

- Run an efficient and effective meeting.
- Understanding your duties, roles, and responsibilities for the Association. Even though it is in writing, it should be put in front of someone and be reviewed.
- Leadership Institute training was useful
- Robert's Rules can be intimidating, but past parliamentary participation can be useful and helpful. Have or do we have them in any of the Regions
  - a. Region 1 had it last fall and will do it again this next forum. It was nice for people to know there was a protocol for actions and decisions and did improve the process.
  - b. Region 5 Forum had one a few years ago at a forum. It was appreciated.
  - c. It is spot on with running effective meetings and it should be followed, especially at Region Forums. You drift off quickly if you don't use it.
- Do any Chapters have someone serving as a parliamentarian or is it the expectation the Chair is responsible for it?
  - a. Michigan used too but doesn't anymore
  - b. James O. carries one with him to the IEC meetings.
- Should there be a leadership kit prepared which would include:
  - a. An abbreviated version of Roberts Rules of Order
  - b. A copy of the Association Bylaws and Policy and Procedures
  - c. Depending on the level of leader, they would also have a list or short version of their roles and responsibilities along with the rest of their team.
  - d. This would be consistent. In Region 1 they had a parliamentarian and this year they will expand on this by giving their leaders a list of activities for the following year. One Chapter provided a calendar of when items were to be done by the Chapter group
- Problem-solving and organizational skills are important competencies for any leaders.

# 6-10 will have to be completed during the next call.

**8. Next Meeting:**

- a. Member survey will be completed
- b. Sharon will fill in more blanks on the report and send it to Carrol to put it on Box.
- c. Emails will go out in a week for updates.
- d. If anyone has any questions or comments, please email them to Sharon.

**9. Next meeting:** Video Conference Call on August 28, 2019 (9:00-10:30 PST).

**10. Adjournment:** The meeting adjourned at 10:29 a.m., PST