



SAME Board of Direction Minutes

Monday, July 19, 2021, 1100 – 1300 EDT

Position	Firstname	Lastname
Counsel**	Craig	Crotteau
Executive Director**	Joseph	Schroedel
President, SAME Foundation**	Harold	Rosen
Treasurer**	Allison	Ingram
Chair, Architectural Practice	Edmond	Gauvreau
Chair, College Outreach	Anne	MacMillan
Chair, College Outreach	Corey	Weaver
Chair, Energy & Sustainability	Michelle	Sipe Exaros
Chair, Engineering & Construction Camps	Cindy	Miller
Chair, Enlisted	Shane	Payne
Chair, Environmental	Rick	Wice
Chair, Facilities Asset Management	Lisa	Cooley
Chair, International	Christian	Knutson
Chair, Joint Engineer Contingency Operations	James	Romasz
Chair, Leader Development Program	Caroline	Roberts
Chair, Membership	Michael	Huffstetler
Chair, Resilience	Albert	Romano
Chair, Small Business	Mario	Burgos
Chair, STEM	Liza	Grudin
Immediate Past President	Heather	Wishart-Smith
President	Mark	Handley
President-Elect	Cynthia	Lincicome
Vice President	Richard	Delaney
Vice President	Sharon	Kroek
Vice President	Charles	Perham
RVP, California	Michael	Herman
RVP, Carolinas	Russell	Patterson
RVP, Europe	Allan	Lucht
RVP, Great Lakes	Kevin	Wilson
RVP, Lower Mississippi	Stephen	Pranger
RVP, Mid Atlantic	Lee Ann	Zelesnikar
RVP, Missouri River	Michelle	Chambliss-Cain
RVP, New England	Christen	Sardano
RVP, North Atlantic	Carrie	Williams
RVP, Northwest	Mark	Ohlstrom
RVP, Ohio Valley	Scott	Nesbit
RVP, Pacific	Brian	Duffy
RVP, Rocky Mountain	Anita	Larson
RVP, South Atlantic	Angie	Martinez
RVP, South-Central	Jeffrey	Duplantis
RVP, Southwest	Roberta	Perry-Schlicher
RVP, TEXOMA	Benjamin	Matthews
Appointed Director**	Matthew	Altman
Appointed Director**	Jeff	Davis
Appointed Director**	Blair	Schantz
Elected Director	Adam	Boubede
Elected Director	Craig	Bryant
Elected Director	Tiffany	Castricone
Elected Director	Sally	Clark

Elected Director	Patrick	Coullahan
Elected Director	Michael	Darrow
Elected Director	Nick	Desport
Elected Director	C. Patrick	Hogeboom
Elected Director	Elizabeth	Parent
Elected Director	Robert	Ruch
Elected Director	Christine	Tsai
Elected Director	Matthew	Turner
Department of Veterans Affairs**	Zebulon	Fox
NOAA**	Caroline	Wilkinson
Office of the Secretary of Defense**	Seth	Cutler
State Department, Overseas Business Opportunities**	Christine	Foushee
US Air Force**	Joshua	Hager
US Army**	Eric	Collett
US Coast Guard**	Cory	Fagan
US Marine Corps**	Christopher	Scannell
US Navy**	Christina	Milone
US Public Health Service**	Kevin	Remley

**Non-voting / did not attend

Administrative Notes

The SAME Executive Committee (XC) held a preparation meeting on June 29, 2021 to brief the new XC on decisions made by the previous XC and to prepare for the special membership presentation to the SAME Board of Direction (BOD). The BOD was sent the briefing in advance (Encl 1) along with specific proposed bylaws changes (Encl 2) and a link to more detailed work and analysis conducted by the staff and volunteer BOD focus groups. Members of the XC were tasked to contact voting members of the BOD to discuss the read-ahead and any questions or concerns. The BOD meeting was conducted virtually. GoToMeeting was the platform used with a few points of emphasis to make the BOD meeting as effective as possible. Members were asked to keep cameras off unless they had a question or comment.

Call To Order

Mark Handley, SAME President, called the meeting to order at 1105 and a quorum was established. Mark noted that decisions made today would not be inclusive of implementation; this will be executed by the national office. Implementation discussion is not relevant to these

Agenda

The Executive Director, Joe Schroedel, thanked volunteers and staff for the work they had done in analyzing membership data for the last four years, specifically, Jill Murphy, Senior Membership Manager. He reminded the BOD that we would use Robert's Rules of Order and of their legal obligation to place the interests of SAME above themselves or companies. He also reminded the BOD that a 2/3 majority would be required to change bylaws.

The decisions made allow SAME to better serve and manage members, simplify a complicated structure, improve SAME's financial stability by covering the cost to serve our members, and amend our bylaws to provide a more responsive approach to management and financial adjustments over time.

Membership Structure Changes

Mike Huffstetler, Membership COI Chair, summarized the work of the BOD focus groups and thanked them for their work, as well as the staff for their work to this point. Please see Enclosure 1 to view key challenges, solutions and impact related to the proposed decisions. Individual structural changes proposed as follows:

- Eliminate option to purchase multi-year individual memberships.
- Eliminate option to purchase a new life membership
- One rate category for all government employees.

- Membership includes one Post; individuals may join additional Posts (as many as desired) for an additional fee per Post.

Discussion

- One member of the individual member focus group noted that this adds flexibility to individuals and meet the member where they are in engagement while helping the staff streamline structure.
- Other discussion was focused on implementation which will be addressed by the national staff. Focus groups did discuss communication plans and communicating value which will be incorporated into implementation. Will Post changes be easy for PCSing members? Will members of Post boards or active members be awarded any discounts? Mark reminded the BOD that we will have the flexibility to adjust course as needed.

The BOD voted unanimously to approve the individual member structural changes as presented.

Company/agency/organization membership structure proposed changes are as follows:

- Membership for Companies that employ more than 10 employees includes one post and 6 individual memberships. Membership for Companies that employ less than 10 employees includes one post and 3 individual memberships.
- Membership for Public Agencies and Organizations includes one post and 6 individual memberships – renewable every 3 years.
- Companies, Public Agencies, and Organizations may join additional Posts. Purchase of Posts does not include individual memberships.
- All individual memberships that are included with or are paid for by a company/org remain with the individual for the entire membership term regardless of employment status with the company. All individual member rules, policies, and procedures apply to such individual memberships.

Discussion

- No discussion recorded for this decision.

The BOD voted unanimously to approve the company/agency/organization structure changes as presented.

Dues Adjustments

Mike Huffstetler outlined the benchmarks that will compose the process used to determine dues moving forward. Benchmark A is a revenue target and benchmark B is covering the cost to serve. If benchmarks are met, no change is required. If not, more analysis may be needed; this process is still being developed. Currently only one category (industry regular) meets both benchmarks. This year, the National Office (in conjunction with the BOD focus groups and NLT) made a conscious decision to focus on covering the cost per member. Proposed new rates were adjusted to increase the number of categories that cover the cost to serve. Some categories were intentionally left to not meet benchmark B. As a note, pricing is still very low compared to other associations.

Discussion

- The majority of revenue comes from private industry. Is there a reason that we can't raise the rates for private industry – 39 year olds have probably been in the industry for 10-15 years. We have to remember the whole demographic (i.e. 20 somethings). We can consider changing the age – that would be for the Young Professionals to consider. Other associations also have a similar age cutoff for Young Professionals.
- Compared to AIA, SAME dues are much lower.
- More than half of our individual members fall in a "life member" type of category.
- Public agencies may not pay for agency memberships if they cover individual memberships. Staff will be reaching out to each public agency to determine their issues and needs.
- If somebody is an active member, dues make up a relatively small percentage of the rest of their cost to participate in various activities.
- 23% of our members are government.
- The last dues increase was in 2015. Dues adjustments will be implemented during renewal in October, 2021

The BOD voted unanimously to approve the individual dues rates changes as presented.

Agency/organization dues adjustment proposal focuses primarily on coving the cost to serve members. Non-profit orgs and academic institutions pay the same rates for programs and services as small businesses, yet their membership rates are vastly different. Additionally, public agencies have difficulty in obtaining approval for using

government funds for purchasing a membership, therefore a multi-year membership eliminates that burden on an annual basis.

Discussion

- No discussion recorded for this decision.

The BOD voted unanimously to approve the public agency and organization dues changes as presented.

Sustaining member company dues adjustments are recommended in order to meet revenue targets and cover the costs to serve members. Corporate individual and young professional rates all meet benchmark B. Some employee ranges were consolidated based on the number of companies in those categories. There was not consistency between the rates that are charged for Post memberships when comparing dues types; per Post membership is a more consistent percentage of the national dues from range to range. Because the purchase of a Post included 6 representative slots, SAME does not cover the cost of servicing a unique individual who was added to a sustaining membership by filling the representative slots that are included with each Post purchase. Effective date will coincide with the new EMS, March 1, 2022. Companies that renew in Jan-Feb will not be impacted by the change until 2023. The change in the way dues are calculated and separation of posts and individuals will very likely cause a company to critically evaluate their corporate and Post memberships; they may drop Posts but add more individuals or vice versa. Even if predicted revenue increases do not materialize, the amount of staff time required to manage sustaining memberships will significantly decrease, allowing for a reallocation of effort into other areas. The national office will work individually with companies to form an optimal solution with all of them.

Discussion

- Are we adversely affecting small businesses? 73% of our companies are considered small business (less than 100 employees). Out of our 1500+ sustaining member companies, 922 only have one Post.
- Why would a large company want to be a sustaining member vs a collection of individual members? Posts extend many benefits and recognition to sustaining members. At the national level, the sustaining member directory is very well-used (only sustaining members may be listed), exhibits and sponsorship recognition are just a few of the benefits. Companies will have to critically evaluate which Posts provide the most value. National staff will work with Posts that are greatly impacted. If sustaining members are not engaged or receiving value, that will be a factor. BOD will keep oversight of this in implementation.
- Could a company potentially have Post memberships that have no individual company reps at that Post?
- Is there any geographic consideration for Posts? Most companies choose Posts based on where they are doing business, not necessarily where they are headquartered. They will change based on business needs.

The BOD voted unanimously to approve the sustaining member company membership dues changes as presented.

Bylaws Changes

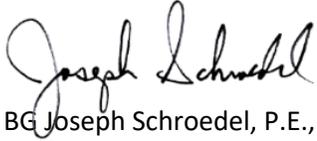
Mark discussed achieving a balance of governance and operations with regard to the BOD and XC. The XC is more agile and able to make adjustments more efficiently. Rad Delaney discussed the proposed change to delete membership rules that prescribe business operations. BOD authority is sustained for dues changes, but dues reviews and adjustment recommendations and analyses will fall under the XC's oversight of business operations. The bylaws already define roles. This change will be consistent with other sections of the bylaws regarding business operations. The BOD will be focused on a larger strategy. Mark complimented Past President, Heather Wishart-Smith for her focus on transparency; this will not change. The BOD approves all minutes of XC meetings which provides a check and balance on the XC.

Discussion

- This structure allows BOD to re-visit any XC decisions.
- The XC will review the Membership Review Procedures Guide, but it will be provided to all to see. All decisions made by the XC are voted on by the BOD via minutes in the consent agenda. BOD members may always recommend changes to a guide if needed.
- What is prompting the change to the XC now, vs leaving with the BOD? The BOD is allowed to focus on the strategy and direction of the Society vs. operational issues. For 5-6 years we have been trying to adjust membership, but it kept getting postponed. This will allow for more agility in business operations.

The BOD voted unanimously to approve changes to the bylaws per the draft changes.

Joe summarized the decisions – all approved unanimously. The national office will execute an implementation plan, communicate with members in a phased approach based on renewal dates, build the Membership Review Procedures Guide to codify governance objectives of the membership review, and incorporate the dues adjustment review into the annual National Office Budget Brief. The national office will track operations and report to the XC and BOD with transparency. Mark charged the national office to provide a standard communication for board members to use so that all are consistent, correct, and do not alarm anybody unnecessarily. The meeting ended at approximately 1200.



BG Joseph Schroedel, P.E., F.SAME, USA (Ret.)
Executive Director

Encl 1: Presentation – supporting documents can be found in the Document Exchange:

<https://www.same.org/Document-Exchange>

Encl 2: Bylaws Changes