

Summary Minutes of the DRBF Board of Directors Meeting Friday, July 20, 2007 by Conference Call

The following members participated in the Board of Directors conference call on Friday, July 20, 2007: Romano Allione (V), William Baker (V), James Brady (V), Roger Brown (V), James Donaldson (V), Peter Douglass (V), Jack Feller (V), Kerry Lawrence (V), Harold McKittrick (V), Gwyn Owen (V), Marianne Ramey (V), Robert Smith (V), and Joe Sperry. The following members were unable to participate: Bernard Becq (V), Peter Chapman, Volker Jurowich (V), John Norton (V), John Madden (V), Daniel Meyer, Robert Rubin, and Jack Woolf. Steve Fox and Ann McGough participated by invitation.

Note: (V) represents voting Board members.

Treasurer's Report

The budget summary was distributed to the full Board prior to the meeting. Several questions were asked about the summary, particularly with regard to the training figures. It was noted that the training at the International Conference lost money, but that it was still considered to be a positive overall. The price was set to attract local Romanians and to come in lower than other commercial training programs in the area. Nearly all new Romanian members went to the training. Also, some companies paid for the conference because the training was attached and it fit into training budgets. Workshop feedback, especially from the employers, was very good. It was also noted that over 100 people received training, from 5 instructors. This is consistent with the US training ratios, which typically have 24-30 people for 1-2 trainers. Pete Douglass summarized the budget by saying that the Foundation's financials are healthy.

DRBF 10 Year Plan – Stage 2 Implementation

Hal McKittrick reported that as directed by the BOD in Chicago, he has drafted an Implementation Plan for Stage 2 of the Ten Year Plan (TYP), which was distributed to the BOD prior to the meeting. If the Implementation Plan is approved by the BOD, the TYP will be presented in the August Forum. Hal highlighted some key points: if the implementation is approved, the Bylaw Committee will need to take a hard look at the bylaws and make some recommendations prior to the Oct. 2007 meeting. By Oct. 08, there will be a totally different structure of the Foundation, including some changes to the BOD at that time. The plan makes some suggestions as to how those Board assignments might be filled. If approved as presented, there would be a general DRBF membership vote by Dec. 15, 2007. Elections for new BODs would be in July, with budgets, agendas etc. voted on in Oct. 2008. Bill Baker complemented Hal on the job he did creating a plan that is clear and understandable, and others agreed. Bob Smith said that he would be able to address the bylaw issues by Oct. A motion to accept the plan as it is laid out was approved unanimously by the Board.

Marianne Ramey suggested a press release to ENR about the anticipated changes, in an effort to bring attention to the Foundation and also to the Annual Meeting and Conference. After some discussion, there was agreement, and Ann McGough was asked

to draft a press release for review by the Executive Committee (including a proposed distribution list).

Gwyn Owen also offered to ask a representative from FIDIC about putting a link to our web site. Ann noted they have declined in the past unless it is an event co-sponsored by FIDIC.

Nominating Committee Report

Prior to the meeting, Committee Chair Joe Sperry distributed a proposal recommending Jim Brady for president elect and Doug Holen as a general member of the Board. Joe noted that he had a great telephone conversation with Doug Holen, whom he had never met before. Joe felt Doug had some good ideas for the Manual, has a very strong background in selling owners and getting DRBs into their specs. Overall he was very impressed. Roger Brown said he has worked with Doug a lot on DRBs in the past as well as hiring him as a consultant. Roger said he is one of the most open and fair owner reps he's ever worked with. Kerry Lawrence said he's worked with him extensively as well. He described Doug as incredibly fair, and a person who crosses all the borders in the industry.

The proposed slate was approved unanimously. The candidates will be introduced in the August Forum, with ballots distributed in the Forum and by email to all members.

Grant Application

President Pete Douglass reported that he wants to explore the possibility of seeking grant funding to pursue the goal of training and certifying qualified DRB candidates (leading to the DRBF publishing a list of certified DRB candidates). The Executive Committee sent Ann McGough to a Grant Writing conference in Seattle earlier in the week, and Pete asked Ann to comment on what she had learned.

Ann stated that she had read a book in addition to attending the conference. Based on the information presented in both, she feels that the DRBF is well-positioned to apply for grants. She noted a few things that are considered a plus in the grant community, namely that the DRBF is already established as non-profit with 501 3(C) status, that an audit is underway (because financials are very important), that we can demonstrate we work well with others (citing the MOU with the Construction Institute), and that the Foundation has a strong leadership team.

Ann noted that the primary challenge appears to be identifying a grant for which we qualify. She spoke with a representative at the conference from Safeco, who said that it appears we may have a good cause, but that there will be a narrow group of potential funders that we'll have to root out. Ann said she gathered a number of web site and book resources from the seminar, and was also interested in the mentoring program offered by the Center for Nonprofit Success.

In summary, Ann stated that she believes there is a compelling opportunity to seek grant funding, and said she is comfortable with the style of writing that is needed for these

kinds of proposals. The largest challenge she sees is identifying funders with grant programs for which our project would qualify, and noted that things might move forward more efficiently if a Board member worked with her on identifying the most likely sources. Jim Donaldson agreed to help her with this task. When asked, Ann was hesitant to state a budget figure for her time to pursue funding sources and written proposals, but agreed to develop a budget for the Executive Committee to review at their next meeting. Jim Donaldson proposed setting aside \$5,000 towards this project, which the Board agreed to unanimously, under the proviso that the figure could be adjusted as needed by the President.

Pete then shifted discussion to the certification proposal. He stated that the only negatives he has experienced are when someone doesn't perform on a DRB to DRBF standards, which tarnishes the process; and he also noted there has been some need for a list internationally. When the Board has looked at this issue in the past, they decided against it. However, he believes it should be revisited at this time as a service to the industry. Pete also noted that the terminology would probably need to be something different than "certification."

Bob Smith was asked about any liability, which had been a concern in the past. Bob noted that he was not a nay-sayer, but certainly a yellow flag waver. Based on the dialog in this meeting, Bob said he thinks it would be wise to proceed with a feasibility analysis of the pros and cons, and to come up with some conclusions and recommendations. He had previously come up with some language that could be used.

It was noted that the grant money would be needed for training and testing. AAA was mentioned as a model, because they require training and testing of their members and don't seem to have any liability issues. Gwyn noted that liability may be a regional or local issue and not a global issue. He suggested it should be explored, and not to get bogged down with a problem in a specific area, but come up with a caveat to cover regional issues.

Discussion ensued about the certification process currently underway in the Philippines. DRBF Country Representative Salvatore Castro is pursuing a national list that is not approved by FIDIC but not denied by them, and is done under their training requirements. FIDIC has an international list, but not regional ones. There are rules and regulations on the FIDIC website for establishing a national list, and it is now appearing in multiple places. Gwyn Owen noted that Mr. Castro is a strong DRBF Country Rep., and he is trying to get DRBF support so that it becomes a DRBF list and not a FIDIC list. The Philippine list will be in place by October of this year, and it would be nice if the DRBF could set up a template which others could copy for their respective country. Romano Allione noted that there is no question that if the DRBF doesn't establish the rules, others will proceed with their own rules which may not meet DRBF standards.

It was noted that AAA's list is available on an international stage, so there is some precedent that if you get the "globality" of it right, the program could meet US and international needs.

The Ad-Hoc Committee that originally pursued this issue will be reestablished and will try to have something for the Executive Committee to review at their next meeting. Committee members include Bob Smith, Pete Douglass, Bill Baker, Jim Donaldson, and Joe Sperry.

Removal of Copyright on DRBF Manual Specifications, TPA & Sec. 1.3

The City of San Jose wanted to use these documents from the DRBF Manual but could not because of the copyright on the Spec and TPA. There was some discussion about removing the copyright on these documents and Section 1.3, which we want people to use. Other suggestions included offering a limited license on the documents, or requiring users to request approval from the DRBF. Ultimately, Kerry Lawrence agreed to draft language for a limited license for the Spec and TPA, and a motion passed unanimously to allow the Executive Committee to make the final decision on how to proceed.

Other Business

Gwyn Owen asked for Board approval of the 2008 International Conference budget, which passed unanimously.

Bill Baker said he was contacted by AAA regarding the need to replace Larry Delmore as the DRBF representative on the National Construction Dispute Resolution Committee. After some discussion, there was agreement that Bill would remain as the ASCE rep, and recommend Hal McKittrick to represent the DRBF on the committee. The BOD also approved a motion to support the National Construction Dispute Resolution Committee as a sponsoring organization for their upcoming conference on mediation.

The meeting concluded at 1:50pm EDT. The Executive Committee will meet by conference call on August 17, 2007 at 12 noon EDT. The next meeting of the full Board of Directors is scheduled for Friday, October 5, 2007 at 6 pm in San Diego, California.

Meeting Minutes submitted by Bill Baker and Ann McGough.