

# **Minutes of the DRBF Board of Directors Meeting**

**October 3, 2008**

A DRBF Executive Board of Directors meeting was held in Washington, DC on October 3, 2008 with the following participants: Romano Allione (V), James Brady (V), Roger Brown (V), Jim Donaldson (V), Jack Feller, Daniel F. Meyer, John Norton (V), Volker Jurowich (V), Kerry Lawrence (V), Harold V. McKittrick, Gwyn Owen (V), Robert A. Rubin, Peter M. Douglass, and Jack J. Woolf. Bill Baker (V), Peter Chapman, Robert Smith, and Joe Sperry were unable to participate. Steve Fox and Ann McGough participated by invitation.

Note: (V) represents voting Board members.

## **Introduction**

President Gwyn Owen opened the meeting, noting the historic element of the meeting in which the DRBF moves to a two region structure with an Executive Board of Directors. He then handed the meeting over to the new president of the Executive Board, Jim Brady.

## **Executive Committee**

The minutes of the Executive Committee meetings have been distributed monthly to all members of the Board. No questions were raised. Gwyn thanked Pete and Jim for leading the meetings when he wasn't available, and Steve and Ann for their roles in setting up the meetings and submitting minutes afterwards.

## **International Conference**

It was noted that the conference committee chair, John Madden, resigned due to health issues. After some evaluation, it was determined that there was no one able to take over and lead the effort in Dublin. Everyone agreed about the importance of having a strong local representative on the ground in the host country, and so Region 2 President Volker Jurowich led an effort which considered Paris and London as possible alternate locations. The Region 2 Board has agreed to move the conference to London and move it back one week, to May 15-17. Nick Gould will be the Conference Committee Chair. The current plan is to use the 3 day format, a training workshop, and a possible program on civil law. Romano noted that the Regional Meeting held in London in September drew 60 people, and due to the UK adjudication law many are keen to work abroad.

## **Bylaws**

There has been no update from Bob Smith to date. Romano noted that Region 2's progress on creating bylaws is dependent on the Region 1 bylaws being finalized. Bob Smith has expressed concern that he is not on firm footing to make recommendations for the Region 2 bylaws. Bob Rubin said he thinks the Executive Board must decide what the structure will be and then get proper legal representation to advise accordingly. He said he sees 2 options for the structure: a corporate group with chapters or two independent affiliates. Hal McKittrick stated the overall goal of the 10 Year Plan is to keep the organization as one, not create two separate organizations. Jim Brady suggested evaluating the pluses and minuses of the options so that the Executive Board can make a decision.

Romano noted that a lot of work has been done to create a draft that needs the blessing of a lawyer and the Executive Board. Kerry Lawrence asked the Board to step back and look at the big picture, noting that while there may be a liability risk, the DRBF doesn't have much worth going after. He said local

groups can and should protect themselves based on local law, and noted they would be given no authority to act on behalf of the DRBF or to tap into the Foundation's bank account.

In an effort to move the issue forward, Kerry agreed to take a look at the existing draft and have a recommendation to the Executive Board within four weeks. Ann McGough agreed to send him the latest version.

## **Region 2**

Volker reported the Region 2 Board has decided to register an office in London. The bylaws will be adjusted in accordance with the DRBF's main version. There are several areas that have expressed an interest in establishing chapters, including Eastern Europe and Brazil. The Australia chapter is registered locally, and they have agreed to the DRBF's request to have all members join the DRBF. Jack Norton has developed a list of rules for chapters which will be followed for all new chapters.

Volker noted there is also an effort brewing in the Philippines. Regional Representative Salvador Castro has been waiting several months for a reply from the DRBF on his desire to establish a local office for the management of events in that area. He proposed at minimum to offer a Memorandum of Understanding. Bob Rubin noted that unless it is a contract, the MOU doesn't carry any weight, and said that as long as everyone is agreeable there is no problem, but should someone become recalcitrant, there could become a struggle to get compliance. It was noted that the DRBF may be more willing to take the risk because the greater loss is the concern of losing that group, who could establish an organization of their own without the DRBF. It was agreed to adapt the Letter of Agreement used for the Florida and Texas chapters, being sure to include language to the effect of "we reserve the right to review, etc." The letter would come from the Region 2 Board. Steve Fox agreed to send those letters to Volker. It was also suggested to have the agreement start at the Executive Board level for approval, with the agreement issued and administered by the Region 2 Board.

## **Region 1**

Jack Norton reported that Blase Reardon has offered to take over as committee chair for the Regional Representatives committee. Jack said in listening to the Region 2 discussions, he realizes the Region 1 Board will need to review the bylaws for any needed changes. The Region 1 Board is looking at training workshops and conferences for the coming year. The Executive Board agreed that Region 1 is U.S. and Canada only, not all of North America, and therefore the terminology will be used accordingly.

## **Financial Report**

The financial report was distributed to all members of the Executive Board. Jim Donaldson noted he has two areas of concern, the financial structure of the regions and the dues structure. The question was raised about how chapters are to contribute to the finances – would dues be paid to the DRBF with a portion transferred back out to the chapter, or would the dues be paid to the local chapter with a percentage paid to the DRBF? Hal noted that the 10 Year Plan shows each region as funding their own budget and contributing to the budget of the Executive BOD. Jim raised concern about training income being lost to the regions and chapters, and whether funds that may be secured through grant funding puts the DRBF's 501 C3 status at risk. Gwyn also noted the expense of sending money to the U.S. Steve said he views the split in the budget occurring in 2010, at which point dues will be paid to the Regions (1&2) and then funneled up to the Executive Board. In order to do this, appropriate bank accounts must be established. Gwyn noted that opening an account in the UK is relatively easy, but it does require the paperwork (bylaws) that Romano has been asking for. It was also noted that the

emerging nation definition needs to be revised, so that any nations that have joined the European Union are no longer considered 'emerging nation' status. Volker and Romano agreed to give this list to Steve. It was decided that 2009 dues collection will continue as is, with new accounts set up by 2010 and dues changes implemented. A proposal would be made by Jan. 1, voted on in '09 and implemented in '10.

Lastly, the issue of the government category was raised, and whether it needs to be eliminated or revised to apply only to US government agencies. It was decided that because there are only two government members in Region 2, it is not worth pursuing at this time.

### **Education & Training**

Jim Donaldson said that originally it was expected that the budget would take a big hit from the Caltrans training cancellation, but that when he crunched the numbers the loss after expenses is only \$13,000. He said that it looks like there may be training in Ohio and Colorado, and the Northeast Conference and training is expected to bring in \$2,500. Steve has also made a standard template for an in-house training budget. Jack Norton noted that he believes a major task for the regional reps is to identify training opportunities. Dan Meyer asked if there are other organizations offering competing training, but Kerry said that he does not hear of any, only short sessions held at larger conferences (such as a 15 minute session at the ABA Conference).

AAA has expressed interest in joint training. Jack Woolf said he thinks they can't figure out how to make money from it, so they elected to just let our training qualify for AAA continuing education credits. Hal McKittrick agreed to pursue AAA to understand their level of interest at this time.

It was noted that the Board had previously set a goal to have DRBF members complete update training every three years, but that it hasn't really been implemented.

### **Education & Training – International**

Gwyn Owen said he believes the Train the Trainer workshop should be implemented internationally. He drew up a list of trainers who would use the DRBF training materials and who would go through our Train the Trainer session and then be approved to administer training all over the world. Kerry noted that his materials are US based and don't include FIDIC standards.

### **Forum**

Ann McGough noted that with the new structure, the Forum should have a recurring report from each Region. The presidents from both regions agreed to send in a report for each issue.

### **Ethics and Professional Conduct**

Bob Rubin was pleased to report that no complaints were raised this year.

### **President's List**

Gwyn reported that Jack Woolf and Nick Gould did a good job in putting the list together. There are currently 50 people on the list so far, with new applications scheduled to be reviewed by the end of the year. So far, the president has helped put together 22 Boards, by supplying three names off the list for the parties to consider. He stressed there is no appointment or nomination, just names provided for consideration.

Gwyn noted that at the Cape Town meeting, there was some resistance to putting the list on the website, and some discussion of charging for the service. He said he believes we should not charge and run the program for a year and then evaluate whether any changes need to be implemented. He noted ICE and FIDIC appoint from their President's Lists, publish their list and charge a fee for it. Gwyn views the DRBF list as a service to members with no liability attached. He said he believes the DRBF website should show that the service is available, but not publish the list. A motion to add this information to the website was passed unanimously.

### **MDB Liaison**

Jim Brady said Gordon Jaynes has indicated he plans to work on new bank contacts in the coming year, and there is not much progress to report at this time.

### **Nominations**

After the last voting process, there were some complaints and emails about the process. Gordon is taking a look at it to see if there is any recommendation for changes to the process.

### **Grant/Institutional Funding**

Volker noted there is not much progress to report to date. Gordon has made an introduction to Thomas Bianchi, who is active in the funding industry. Volker hopes to meet him and have an update at the next Executive Board meeting. Gwyn noted he believes Multinational Development Banks (MDBs) have funding but must be presented with a well developed plan. Romano agreed and noted the plan must have a strong training component.

### **Website/Advertising**

Ann noted the web site will evolve to reflect the Region 1 and 2 changes. She said she thinks the DRBF should issue a press release announcing the new structure and officer elections, and asked Board members to provide the names of any local and trade media that need to be added to the distribution list.

### **Conferences**

Jack Norton reported that there is a Northeast Regional Conference scheduled in October, and the Northwest Conference which runs in the spring. The Region 1 Board is considering adding a Southeast Regional Conference in '09.

For next year's Annual Meeting, several cities are being considered including Las Vegas, Dallas or Houston, TX. Jack Feller noted if the conference is in Houston he has a good relationship with the head of the Corps of Engineers there and could ask him to be a speaker.

Volker reported that Region 2 is planning one annual worldwide conference, and possibly some regional conferences which would be held in the local language, citing Brazil as an example of a likely location for a regional conference. He said he is asking the regional reps to submit a formal application to host a regional conference, which would demonstrate their ability to meet some basic requirements.

### **10 Year Plan**

Hal reported that the organization is now in Phase 2 of the 10 Year Plan. He reviewed the make-up of the Boards of Directors, noting the Executive Board will eventually have two non-voting members, an Executive Director and a VP of Finance. It has been suggested that past presidents be invited to face-to-face Executive Board meetings in a non-voting capacity. Hal also reviewed the purpose of the regions as being designed to promote the process in their region through conferences and trainings, and their activities would be funded on a break even basis. He also encouraged the Executive Board to think globally, with an eye on where the DRBF needs to be in the next generation.

Romano expressed that there are certain activities of the Regional Boards that should be done with review of the Executive Board. He volunteered to create a document of these activities which would be circulated to the Executive Board with the minutes. He also noted that the Region 2 Board is interested in bringing in some non-voting members, as a way of encouraging the involvement from areas that could ultimately grow into stand-alone regions. Lastly, he noted that the Executive Board will need to define the steps to becoming a stand-alone region and a committee has already begun to work on it.

**The next meeting is scheduled for Friday, November 21, 2008 at 12 noon EST by conference call.**

Meeting Minutes submitted by Ann McGough.