



# SAME Board of Direction Minutes

Tuesday, November 1, 2022

Music City Center, Nashville, TN

Voting?	BOD Position	First	Last	Attendance
Y	ElectedDirector (RVP/Mbrshp)	Danielle	Barner	
Y	RegVicePresident, Mid Atlantic	Bob	Bevins	
Y	ElectedDirector (HC)	Adam	Boubede	
Y	ElectedDirector (IGE COIs)	Craig	Bryant	
N	Treasurer	Mario	Burgos	
Y	Chair, Energy & Sustainability COI	Norm	Campbell	
Y	ElectedDirector (HC)	Tiffany	Castricone	
Y	RegVicePresident, Missouri River	Michelle	Chambliss-Cain	N
Y	Chair, Small Business COI	Sally	Clark	
Y	Chair, Facility Management COI	Lisa	Cooley	
Y	ElectedDirector (AOF)	Pat	Coullahan	N
N	Counsel	Craig	Crotteau	N
Y	Vice President	Mike	Darrow	
N	AppointedDirector (IGE COIs)	Jeff	Davis	N
Y	ElectedDirector (RVP/Mbrshp)	John	Davis	
N	SLO - NOAA	Patrick	Debrouse	N
Y	Chair, Leader Development	Roland	DeGuzman	
Y	Vice President	Rad	Delaney	
Y	ElectedDirector (IGE COIs/Bylaws)	Nick	Desport	
Y	SLO – USF	Brendan	Dorsey-Spitz	
Y	RegVicePresident, Pacific	Brian	Duffy	
Y	RegVicePresident, Gulf Coast	Ryan	Elliott	
N	SLO - USCG	Cory	Fagan	
Y	RegVicePresident, Tennessee/Kentucky	Ted	Foster	
Y	Chair,K-12 COI	Liza	Grudin	
Y	Past President	Mark	Handley	
Y	RegVicePresident, California	Mike	Herman	
Y	ElectedDirector (AOF)	Patrick	Hogeboom	
N	AppointedDirector (IGE Nat'l)	Mike	Huffstetler	
N	SLO - USA	John	Knight	
Y	Chair, International COI	Charysse	Knotts	
Y	RegVicePresident, Europe	Chris	Knutson	
Y	Vice President	Sharon	Krock	
Y	RegVicePresident, Heartland	Miro	Kurka	
Y	President	Cindy	Lincicome	
Y	RegVicePresident, Southeast	Pamela	Little	N
N	SLO - OBO	Lauren	Lockett	N
Y	RegVicePresident, TEXOMA	Ben	Matthews	
Y	ElectedDirector (HC)	NK	Mbaya	
Y	Chair, Engineering & Construction Camp COI	Cindy	Miller	
N	SLO - USN	Christina	Milone	
Y	RegVicePresident, Rocky Mtn	Aaron	Murray	
Y	RegVicePresident, Ohio Valley	Scott	Nesbit	
Y	ElectedDirector (SMTF)	Dave	Newkirk	
Y	RegVicePresident, Northern Tier	Mark	Ohlstrom	
Y	Chair, Architectural Practice COI	Cathy	Otis	
Y	Chair, Membership COI	Dana	Otto	
Y	ElectedDirector (IGE SB COI)	Liz	Parent	
Y	ElectedDirector (HC)	Arpan	Patel	
Y	RegVicePresident, Carolinas	Russell	Patterson	
Y	Chair, Enlisted COI	Shane	Payne	
Y	President-Elect	Charlie	Perham	
Y	RegVicePresident, Southwest	Bruce	Preston	
N	SLO - USPHS	Kevin	Remley	
Y	Chair, Resilience COI	Albert	Romano	
Y	Chair, Joint Engineer Contingency Operations COI	James	Romasz	
N	Chair, Foundation	Hal	Rosen	N
Y	RegVicePresident, North Atlantic	Carlos	Sanchez	
Y	RegVicePresident, Northeast	Christen	Sardano	

N	SLO - VA	Ray	Savoy	
N	SLO - USMC	Christopher	Scannell	
N	AppointedDirector (IGE COIs)	Blair	Schantz	
N	Executive Director/Secretary	Joe	Schroedel	
N	SLO - OSD	Preston	Taylor	
Y	Chair, Young Member COI	Corey	Weaver	
Y	Chair, Environmental COI	Rick	Wice	
Y	RegVicePresident, Lakes	Kevin	Wilson	
N	AppointedDirector (IGE COIs)	Lee Ann	Zelesnikar	
Y	Chair, College Outreach COI	Marilyn	Zenko	

### Call to Order

Cindy Lincicome called the meeting to order and a quorum was established. She reminded the board of their duty to take part in pre-voting and prepare for board meetings. She would like 100% participation for May 2023. She recognized the XC for their engagement and work so far this year. Member engagement and IGE at the Post level remains the focus. The group said the Pledge of Allegiance and began the meeting. Slides are enclosed for reference (Encl 1).

### National Office Business Operations Update

Joe Schroedel, Executive Director, gave an update on Society finances, investments, and the Home Fund. He also provided an update on membership and the status of our new Enterprise Management System. He recognized Patrick Hogeboom for his retirement from the U.S. Army. He reminded the board that this meeting is about progress in our support of the Strategic Plan.

### Finances & Home Fund

In May we were anticipating falling short on our budget by \$700K. Actually, we are now anticipating a deficit of \$306K (not including Sep or SBC). That includes \$80K unbudgeted salary adjustments. We did not bring in the revenue we had expected for JETC and found that we double counted some dues. According to our financial statement, we are very healthy - \$1.6M balance. We had our 8<sup>th</sup> straight clean audit – with a few minor comments. We are re-building our in-house finance team with experienced professionals (Sai Newton Tryer and Beatriz Cook).

Investment Committee is doing great work, but as everybody is experiencing, the market is down. Our investments are down about 20%. The Home Fund is now established as a second fund to generate about \$50K per year to be used if needed – to pay the difference between what we paid to own the Century House and what we pay in rent today. Currently, the money is not needed. It is invested as an endowment, similar to the Foundation. There is a separate policy guidance for this fund. Our investors come close to the benchmark and there is always discussion about whether or not to buy the index.

### Membership Update

Dues restructure has been successfully implemented thus far. There has been no major impact. At the end of 6 months (Jul – Dec), 100% of new dues is higher than we had anticipated. We had some lag time with our ability to invoice, but everybody who was due between Jul and Nov has now been invoiced, so we expect a big increase. We are seeing people and companies renew without issue. Many companies join for SBC. Board members need to make sure that they have the correct messaging with regard to membership numbers decreasing (eliminating double memberships).

### Enterprise Management System (EMS)

EMS budget is on track – we are well under what the XC approved. When the system is complete, it will be a fully integrated system with three aspects: finance and accounting, member database (AMS), and the website (CMS). We went live with the AMS on 31 Aug. after two years of cleaning data and working with the contractor to restructure our database. We are still learning how to use the new system – it’s the start of a year-long journey. He introduced staff by functional area to demonstrate where questions should go about the new system.

### Executive Director Change

Joe announced that he will be retiring from his position of Executive Director with SAME. He is going to establish a process for how Executive Directors will change out. This will include an evaluation of what we need as a Society, finding the appropriate person, and then doing a proper transition. This is an opportunity to do it right for the Society. This is already incorporated into the National Governance and Management Review. He will create a succession model which will include the employment contract, bylaws, performance management, strategic direction and more. Cindy Lincicome has written some guidance (Encl 2). Joe is not leaving until it is done right – even when relocated. This effort is all about our strategic direction. Charlie Perham encouraged board members to look at their networks for potential candidates.

As part of his charge to examine Elected Director management, Mike Huffstetler spoke to every president starting with our change in governance (Tony Leketa). There were some enlightening common thoughts to include discontent with the size of the board. Feedback will be shared with NLT and XC in the coming months. As a potential direction, the current BOD could become an advisory board and the XC would become the new board, selected or elected from the advisory board. Your performance on the advisory board is how you would compete to be elected to the board.

### **SAME Foundation Update**

Mark Handley gave an update on the Foundation and the Society Funding Request. He highlighted the updates to the Foundation Bylaws which were part of the consent agenda – mainly just cleanup. They have five people stepping down and will be filling all five positions – the nominees will be submitted for appointment by the Executive Committee of the Society. Mark encouraged board members to include strategically aligned resource requirements with their Annual Work Plans – due at the end of June. If you are turning over in May, you need to have this prepared for your incoming Chair or RVP. This year we established and convened our Ranking & Review Committee. Foundation requests will be confirmed at the XC meeting on 30 Nov. For this year, money authorized from the Foundation was not all spent (Camps and We Must Go To Them) due to the timing – won't be an issue next year. The money rolled over to the next year. The Foundation Board will give us feedback in early November as to what they can support. On 30 Nov., when the response is finalized, the Society can show the XC how they are funding the items that the Foundation cannot support. Mark outlined the current giving challenges that the Foundation is exercising as part of the Annual Appeal. He challenged the board to actively participate.

### **Service Member Task Force Recommendations (SMTF)**

Dave Newkirk, Elected Director, gave a briefing to the board on the SMTF findings. A 2021 survey indicated that uniformed members are aware of the value that SAME provides. The mission of the group shifted to a membership focus due to the lack of uniformed service members in SAME compared to total force. The team considered a separate COI, but felt it was premature to establish a COI without the support of the Membership COI. As the Society of American *Military* Engineers, we are not servicing the people we should be. We want SAME to be the organization of choice for military engineers. We need to stop doing the same things we've been doing and try something new. The team suggested establishing a Service Member Work Group within the Membership COI. They also recommended a uniformed co-chair to help the current chair lead the COI, but with more of a uniformed member focus. This person would unify existing efforts and serve as an outward facing example of the Society's dedication to this population. Additionally, the SMTF recommended that the Enlisted COI move to a committee under the work group. This would ensure we don't lose the enlisted voice, but also join efforts with a larger support system of both officers and enlisted. This would be a long-term effort and would need to include non-member input. The COI chairs for both the Membership and Enlisted COIs were consulted and asked for feedback as well.

### Discussion

- Do we know how many event uniformed attendees are members? It's about 20% for conferences. Since we facilitate the opportunity for them to have meetings at our conferences, maybe we could provide a leader to present to them while they are here.
- We need to utilize All Hands better. But we also have to be careful about the "transitioning" discussion – there is a perception that people join when they are thinking about getting out. We need to provide them opportunities to give back and make them more aware of benefits that have nothing to do with transitioning.
- Need to go after the bigger picture which is recruiting and providing value to the military services in support of our national security.
- The Air Force colonels here for the CE board think that SAME is here for industry folks to get contracts – they don't know the value.
- This has been an evolution of how we reach uniformed members. The issue has always been communicating the value and getting them to bring their issues to the "collective" to help the military/govt. solve them. It took a lot of steps to get here.
- Maybe we shouldn't wait till the next strategic plan to re-look at goal 5 – everybody is focused on transition.
- The group did not look at every service at this point.
- Recruiting is definitely the issue.
- The COI Membership Chair can appoint Vice Chairs, but not co-chairs. Need to start building a foundation for a separate COI. Need unity of command.
- We have a model with the DIWG.
- There are benefits to having the military side represented in the COI. However, all the other items that get thrown in can make the Membership COI the "junk drawer." The COI needs to maintain focused on their goals.
- This is a great place for the group – they are not ready to be a COI. Great opportunity to bring officers and enlisted together.
- SLOs provided feedback about what the value is to them, mostly IGE, specifically the EAG meetings and COIs. USPHS has no problems with transition – they typically stay where they are and just take off the uniform. Need to figure out how to "be where they are." Focus on collaboration with other services. Officers don't need help transitioning.
- There is some validity on raising the effort to the highest level (i.e. voting member of the board). We have tried a lot of things that haven't worked. Personal outreach is still the best.

The board determined that there was no vote needed to establish a working group under the Membership COI and that the XC would look more closely at the COI option. The Enlisted COI would stay where it is. The board did not vote on the recommendations.

### **Construction Task Force**

Mike Wehr has agreed to lead our new Construction Task Force. Mike thanked SAME leadership for the opportunity to re-engage in SAME and to lead this effort. The purpose is to confirm or deny the need for a construction COI by forming an inclusive TF for diversity of thought, enabled by enough leadership to deliver timely recommendations that make progress on addressing today's challenges in the construction industry. One major component to their scope will be workforce development. Initial TF members include a diverse range of experience and company representation. The group plans on being outward-facing, with participation from Strategic Partners, academia, and services. Will add some individual government representation as well. The TF plans to make a recommendation at JETC.

### **IGE Update**

Rob Biedermann gave an update on our IGE process and current projects. There are 9 ongoing projects. Rob thanked Miro for the completed project on cost estimating. The SDVOSB certification project under SBA is scheduled to go live on Jan 1. Draft language is inserted into versions of the NDAA for TORN and Small Business

Size Standards. Project Partnering is underway with the DOD implementing into pilot program. The project will be extended pending the information on the pilots. There will be an interim report on the project in TME. The EAG was briefed on alternative delivery methods, CPARS, PFAS, and cybersecurity in the built environment. Rob explained the benefits of presenting these projects at the EAG which can sometimes result in more service participation. Cyber will be one of the topics in the warfighter at JETC. We've received five new pressing issues, some of which are internal to SAME. We will be sharing some more on process for internal issues. The new PFAS issue will be incorporated into the ongoing PFAS project.

### **AOF Update**

Rad Delaney gave an update on AOF activities. He gave a summary of the engagement survey that was done over the summer. We were able to identify a more accurate number of fellows, engagement levels, issues preventing engagement, and recommendations to leadership. Most answers referencing lack of engagement referred to age and retirement status. The AOF XC is doing a lot to address many of the items that came out of the survey, to include sharing engagement success stories, challenging Fellows to follow-through on commitments, providing mentoring and engagement opportunities at all levels (Post through National), and launching education for the rest of the Society to demystify the Academy. Assigned Elected Directors have contributed immensely to AOF XC efforts.

### **Technical COIs**

Charlie Perham gave an update on COI progress in support of the Strategic Plan. The technical COIs are the group that are taking on IGE per the President's guidance. They are augmented by 7 directors with a focus on IGE at the Post level. He asked COI Chairs to speak about their unique challenges and actions to the board. Environmental COI is getting consistent attendance on their educational webinars. They have taken on the PFAS IGE Project. JECO COI needs support with succession planning. They are also looking for industry folks to speak at JEOC. They start planning for warfighters at JETC 6-7 months in advance. They start reaching out to COCOMs in advance to find their focus issues. Those military champions become the session leaders, the outcomes being presented to joint staff leaders. There were 30+ recommendations that were incorporated into the Joint Operational Engineer Board (JOEB), and incorporated into the military engineering community. The Resilience COI would like to increase communications with RVPs to get information to Posts and improve collaboration. The Small Business COI outlined an idea to certify small businesses on their ability to do business with large businesses and the government. They have also started a marketing and business development working group to research interest. The FAM COI has worked hard to rectify leadership issues and develop the FAM Forum at JETC. There was a single track of five working groups and they are looking to expand for next year's JETC. They requested help with translating working group output into digestible IGE Projects. Getting services to standardize their processes is another issue that the FAM COI continues to work at. The Architectural Practice COI has an emerging COI issue: Qualifications Selection and Fair and Reasonable Compensation (6% design fee limitation). It is essential to ensuring that our industry stays intact and that we don't lose capacity to other industries. They will be expanding the design awards in the next few years. Energy & Sustainability COI has settled on an IGE – EV Charging Infrastructure. The International COI will be sunset per the consent agenda. The activities that were happening before will still continue through other COIs. They will also still be organizing regional events to bring value to international members. Post level IGE activities are tracked through streamer submission. If Posts are holding virtual IGE activities, we should promote it at the National level.

### **Human Capital COIs**

Sharon Krock gave an overview of Human Capital COIs. They are improving in several areas and assessments are a good tool to determine how we are doing and where we are going. Numbers appear to have dropped significantly, but with our new EMS, we determined that the current numbers are more accurate. Communication continues to be key for engagement. Looking forward to the community hub within the new EMS. LDP is just one aspect of LD COI. They have a robust mentoring advisory group with toolkits and best practices. They have local leader development programs as well. Cindy Lincicome highlighted how directors are

supporting Human Capital COIs. Arpan Patel is supporting several COIs with his Guided Pathways concept which connects the pieces for members and ensures that they are not dropped out of engagement in SAME. Providing value begins at the youngest levels and guiding their pathways all the way to national leadership. They will have an update for Cindy at JETC. NK Mbaya described her role as connecting the dots for COIs and bridging the gap in their collaboration efforts. Many times entities in the Society don't realize the valuable tools that already exist – we have to continually share these items. College Outreach COI is looking forward to information that can be provided and tracked with the new EMS. Sharon updated the board on the National Camps Program. They are working on a Program Manual outlining procedures and timelines, ensuring that we have MOAs between SAME and host sites, and focusing on succession planning to ensure that camps don't die with departing volunteers.

### **RVPs & Membership**

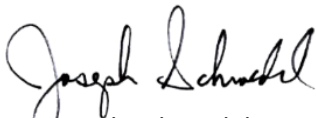
Mike Darrow updated the board on Post and Region activities. Per the consent agenda, we will be closing two Posts – Delmarva and Capital Region. We will be updating the process for next year on how we collect assessment data. We continue to showcase COIs through our RVP meetings. There were some common themes in the assessments: post COVID engagement, succession planning, streamer input lagging, IGE is strong, good partnering, struggle with govt. participation, and many Posts are holding annual planning meetings which is good to see. The NLT has been privileged to visit struggling Posts – many of them appreciate the RVP support. He summarized the progress and outcomes for the Membership COI: execute the DEI Action Plan, educate Posts on benefits and uses of the EMS, and develop a portfolio of communications to reinforce SAME's impact to the nation across all segments of membership. We may want to consider moving IGE out of Membership. The current Military & Government Engagement Vice Chair focuses more on IGE as it relates to local govt. IGE at the Post level. Having a military person to support Military & Government Engagement will be key.

### **Consent Agenda (31/52 voting members pre-voted)**

- Foundation Bylaws Updates 31/31
- DelMarVa Post Closure 31/31
- NY Capital Region Post Closure 31/31
- International COI Sunset 31/31
- BOD Meeting Minutes May 2022 31/31
- XC Meeting Minutes August 2022 31/31
- Foundation Meeting Minutes May 2022 31/31
- Foundation Meeting Minutes June 2022 31/31

### **Closing Remarks**

Cindy provided some closing remarks and was happy about the engagement during the meeting. She reminded everybody that National Leadership nominations are open until Dec. 1. She also asked board members to use exhibit visits to our strategic advantage. The Society is moving in the right direction!



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

Encl 1: Presentation Slides

Encl 2: Letter from National President