



SAME Board of Direction Minutes

Monday, May 1, 2023

Henry B. Gonzalez Convention Center

Voting Members

BOD Position	First	Last
Chair, Architectural Practice COI	Cathy	Otis
Chair, College Outreach COI	Marilyn	Zenko
Chair, Energy & Sustainability COI	Norm	Campbell
Chair, Engineering & Construction Camp COI	Cindy	Miller
Chair, Enlisted COI	Shane	Payne
Chair, Environmental COI	Rick	Wice
Chair, Facility Management COI	Lisa	Cooley
Chair, Foundation	Dave	Nash
Chair, International COI	Charysse	Knotts
Chair, Joint Engineer Contingency Operations COI	James	Romasz
Chair, K-12 COI	Liza	Grudin
Chair, Leader Development	Roland	DeGuzman
Chair, Membership COI	Dana	Otto
Chair, Resilience COI	Albert	Romano
Chair, Small Business COI	Sally	Clark
Chair, Young Member COI	Corey	Weaver
ElectedDirector (AOF)	Pat	Coullahan
ElectedDirector (AOF)	Patrick	Hogeboom
ElectedDirector (HC)	Adam	Boubede
ElectedDirector (HC)	Tiffany	Castricone
ElectedDirector (HC)	NK	Mbaya
ElectedDirector (HC)	Arpan	Patel
ElectedDirector (IGE COIs)	Craig	Bryant
ElectedDirector (IGE COIs/Bylaws)	Nick	Desport
ElectedDirector (IGE SB COI)	Liz	Parent
ElectedDirector (RVP/Mbrshp)	Danielle	Barner
ElectedDirector (RVP/Mbrshp)	John	Davis
ElectedDirector (SMTF)	Dave	Newkirk
Past President	Mark	Handley
President	Cindy	Lincicome
President-Elect	Charlie	Perham
RegVicePresident, California	Mike	Herman
RegVicePresident, Carolinas	Russell	Patterson
RegVicePresident, Europe	Chris	Knutson
RegVicePresident, Gulf Coast	Ryan	Elliott
RegVicePresident, Heartland	Miro	Kurka
RegVicePresident, Lakes	Kevin	Wilson

RegVicePresident, Mid Atlantic	Bob	Bevins
RegVicePresident, Missouri River	Michelle	Chambliss-Cain
RegVicePresident, North Atlantic	Carlos	Sanchez
RegVicePresident, Northeast	Christen	Sardano
RegVicePresident, Northern Tier	Mark	Ohlstrom
RegVicePresident, Ohio Valley	Scott	Nesbit
RegVicePresident, Pacific	Brian	Duffy
RegVicePresident, Rocky Mtn	Aaron	Murray
RegVicePresident, Southeast	Pamela	Little
RegVicePresident, Southwest	Bruce	Preston
RegVicePresident, Tennessee/Kentucky	Ted	Foster
RegVicePresident, Texas	Ben	Matthews
Vice President	Mike	Darrow
Vice President	Rad	Delaney
Vice President	Sharon	Krock

~~did not attend~~

National Leadership Team Discussion

Executive Director Presentation

The day began with a presentation by Executive Director, Joe Schroedel (Encl 1), followed by a look at the previous year with new Past President, Cindy Lincicome, and a look forward with our new President, Charlie Perham. Joe emphasized the work that has been done to strengthen the volunteer leadership of the organization and to institute a real process for XD succession. He asked the board to be active recruiters for not only the volunteer leadership but also for the next XD.

Looking Back

Cindy outlined accomplishments over the past year. She asked for a round of applause for the National Office, for the work done on the dues restructuring initiative. She focused on the impact that our IGE efforts have had via the national and Post levels. She recognized specific individuals for their work on IGE projects, special assignments, and leadership and STEM. Our Posts found that they could truly “Count on Us.” She also highlighted the work of those she had selected for the President’s medal.

Looking Forward

Charlie thanked Cindy for all her work this year. He asked the board to “Find the Value, Be the Value” to others both in and outside the Society. He outlined the National Leadership assignments for the year. Cindy Lincicome will chair the AOF, Sharon Krock will oversee Strategic Plan development, Mike Darrow will oversee human capital COIs, Ben Matthews will oversee technical COIs, and Mike Huffstetler will oversee RVPs & Membership. His priorities are to support and grow Post membership and engagement, develop the 2030 Strategic Plan, and ensure we have a successful XD transition.

Board Training

Breakout training groups were held, 0940 - 1130, for RVPs, COIs, and Directors.

Call To Order

Cindy Lincicome, SAME President, called the meeting to order at 1130 and a quorum was established. Slide presentation can be found in Encl 1. Cindy called attention to the fact that we had 100% of the board participate in pre-voting for this meeting.

Strategic Plan Development

Cindy reiterated to the board that 2030 Strategic Plan Development is underway. The charter and team composition guidelines were approved by the XC on March 27, 2023. The NLT will identify a chair or co-chairs and the main theme is to be bold in focusing SAME efforts and resources. The board provided input via Survey Monkey which will be taken into consideration. We will look at how to grow our impact while balancing the diverse interests of members with a focus on SAME's core deliverables (IGE, Leadership). She outlined the results of the 2022 Member Needs Analysis Results – 2/3 of our membership identified IGE as most important to them. Cindy also presented the major milestones for the plan with implementation in January of 2025. We will use our SLOs during this process and expect no barriers to govt. participation in the development of the plan.

Executive Director Succession

Cindy announced the need and composition of a Search Committee for the XD position. The Search Committee is led by Dave Anderson and includes Tim Byers, Todd Semonite, Mark Handley, and Heather Wishart-Smith. Those with questions or wanting to know more about the process, should reach out to anybody on the Succession Committee which consists of Cindy Lincicome, Dave Nash, Charlie Perham, Joe Schroedel, Stephen Karl, Kathy Off, Craig Crotteau, and SAME HR. The Selection Committee is led by Cindy Lincicome and includes Charlie Perham and Dave Nash. Charlie encouraged board members to read the position description on the website to assist in recruiting efforts. Dave Anderson arrived later in the meeting and reiterated the work that the Search Committee is doing to actively recruit the next XD. He emphasized the fact that the search parameters are broad at this point as they try to increase the pool of possible candidates.

Bylaws Committee

Nick Desport briefed the board on the task to review the adequacy of the Bylaws regarding the three non-voting members of the board: XD, Treasurer, and Counsel. The current bylaws only state that the three will be reviewed every three years. The Society has learned over time that the three positions require very different approaches to the selection and performance management of each. This task grew out of the ongoing efforts to establish for the first time the detailed procedures for succession planning, selecting, and managing the XD in light of Joe's plan to relinquish the position once a new XD is selected. Further, the realization that we need to place similar diligence into the other two positions affirmed the need for the Bylaws Committee review. The group will look at what the industry standard and discuss options for our unique organization with the National Leadership Team. Final changes will be briefed at SBC. The committee is looking for new members to replace some rolling off the committee.

SAME Knowledge Network

To kick-off his briefing to the board, Joe brought in LDP group members Camille Murray, Brandi Smith, and Brec Wilshusen to brief the board on their UPIC project – the SAME Knowledge Network. This project supports IGE and operationalizing COIs. The project directly relates to our National Priorities. SAME has a wealth of subject matter experts (SMEs) within the Society that are poised to be speakers but can also share their expertise in other ways. The system uses our existing EMS, thanks to Natasha Rocheleau, SAME Associate Director, to build a database of SMEs. Because the network is organized around and aligned with the COIs, it expands reach and grows COIs for greater capacity, engagement, and participation through technology. By creating a database of experts and presentations, the network becomes a conduit to further strengthening IGE. The network will be available by SBC. You will be able to find a speaker and/or a SME. Potential SMEs will be able to submit applications which will be vetted by COIs. You can also upload a presentation and may then be contacted by a Post or member to present or for further collaboration. The group is requesting a Knowledge Network Subcommittee for each COI to vet the SME applications. The roadmap to success includes COI engagement, SOP development, Mobile App, marketing & branding campaign, incentives/awards/recognition, and automation for incorporating national event speakers. COI

Chairs were on-board with the plan. Joe tasked the BOD to contribute to the progress of these efforts through the power of positive communications. He shared a hardcopy of his slide showing the messaging for IGE, Operationalizing COIs, developing the EMS, and the 2030 Strategic Plan.

National Office Financial Report

Dr. Taha Seid, SAME Controller, (three weeks on the job) gave a financial update to the board. He was impressed to find that the National Office has annual priorities that are part of the budget process. Everything we do in the national office in general, and everything we do in finance and accounting department in particular, are directed to achieving our priorities. First, Taha said that the Society is financially healthy. He will keep his briefings high-level and include comparisons with previous years. This briefing was focused on the end of the first quarter which is closed. The 1st quarter financial performance indicates that we are financially healthy with 3.5 million cash in the bank and approximately 8.3 million unrestricted net asset or capital reserve. Our new auditors will start their field work in the 1st week of August 2023. They will audit the financials as of December 31, 2022.

Overview of 1st Quarter 2023 Financial Results - Assets

Cash and cash equivalent, property & equipment, and long-term investments account for 94% of the Society's total assets at March 31, 2023. Cash and cash equivalent decreased by approximately 29% compared to March 31, 2022, and increased by 47% compared to March 31, 2021. The 29% decrease is attributable to the cash deposit of \$2.1 million from the sale of the old office. The money was not transferred to the Home Fund investment account until August 2022. Long term investments account for approximately 53% of the total assets of the association. Long term investments increased by approximately 7% compared to March 31, 2022, and increased by approximately 10% compared to March 31, 2021, balance. As of March 31, 2023, the Society had approximately \$250,000 in unrealized gain compared to \$285,000 in unrealized gain prior year 1st quarter end.

Overview of 1st Quarter 2023 Financial Results - Liabilities

Total liabilities at March 31, 2023 increased by approximately 15% when compared to March 2022 and March 2021. The increase is attributed to an increase in deferred revenue balance. Deferred revenue at March 31, 2023 increased by approximately 20% compared to March 31, 2022. This increase was attributed to some Membership and JETC related revenues collected in advance. Accrued Expense at March 31, 2023 increased by approximately 65% when compared to March 2022. The increase was attributed to the \$217,000 expense that was not paid for Capital week in 2023 because some vendors didn't send their invoice yet. We accrued an estimated amount to reflect a reasonable balance in the balance sheet. We are paying invoices on time. That is why you see a significant decrease in accounts payable balance compared to March 31, 2022.

Net Assets

Total net asset decreased by approximately 17% (1,407,880). The decrease is attributed to the JETC revenue booked deferred with the approximate amount of \$1.5 million. Unrestricted net asset reserves as of March 31, 2023 was \$8,360,724. The current reserve balance is above the 9 months reserve balance requirement. This shows that we are financially healthy. The unrestricted reserve started changing in positive direction in 2018 and it is increasing to the same direction since then. Other than the \$2.07 million investment of the Century House sale proceeds, the national office has invested excess revenue in programs vice increasing an already healthy operational reserve which is prudent.

Revenue

Dues revenue for March 31, 2023, 2022, and 2021 is consistent. Advertising revenue went down in 2023 compared to March 2022 and March 2021. The decrease is attributed to the reclassification of advertising revenue from corporate partnerships. In 2022 and 2021, advertising revenue from corporate partnerships was booked as advertising revenue. However, in 2023 all partnership related revenue is booked separately as partner revenue. Conference revenue went up compared to 2022 and 2021. This is also due to the reclassification of partnership revenue for 2023. Unrealized loss from investment activities in March 31, 2022 was \$402,434. On March 31, 2023,

the investment activates resulted in unrealized gain of \$251,493.85. SAME received a COVID PPP loan for \$312,500 in 2022.

Discussion:

- Are we accomplishing what we wanted to accomplish with dues restructuring in regard to diversifying revenue? We don't know yet. The corporate restructure doesn't conclude until the end of June. But, we will be in a better posture to see where we are by the end of the third quarter.

Expenses

Employee related expense at March 31, 2023 increased by approximately 12% compared to March 31, 2022. The increase is attributed to a new employee hired in 2023. Professional fees increased on March 31, 2023 due to temp employment. The total cost of temporary help at March 31, 2023 was \$38,000 compared to \$6,000 in 2022. Meeting expense is high on March 31, 2023 due to the catering expense. Catering expense in 2023 was approximately \$186,000 compared to catering expense in 2022. This may be related to the virtual conference held in 2022.

Investments

We have weathered the market fluctuations as well as can be expected. The Investment Committee is doing great work challenging our two investment management firms (RBC and Fiducient) to beat the benchmarks. The EMS investment that the XC approved a couple years ago has now been completely liquidated. Finally, regarding investment accounts, we continue to manage the Post Funds Policy very closely for the Foundation. All 1Q dividend reports have been distributed to the Posts. It would be helpful to have an annualized return included on the slide for the future. We need to monitor Post use of investment funds to ensure they are being used for the purpose they were raised.

Budget vs Actual

The budgeted dues revenue is higher than the actual revenue by 10%. The variance was attributed to slow membership payment in the 1st quarter. The budgeted conference revenue is higher than the actual conference revenue by 17%. The variance was attributed to slow attendance in Capital week. The first quarter investment activities in 2023 was \$292,129 compared to the budgeted value of \$50,000. The market did very well in the first quarter of 2023. The budget to actual variance for employee related expense shows \$86,673 favorable. Staff hire lag is the reason for the variance since we have one unfilled position that was budgeted for. The actual meeting expense is above the budgeted meeting expense by approximately 17% which illustrates the volatility in the market, especially catering and labor expenses.

IGE Update

Rob Biedermann, SAME Director of IGE & Programs, gave an update on IGE Projects. There are 8 ongoing projects and 2 completed projects. We anticipate 1-2 additional projects for XC consideration in the next few months. Rob gave a summary of the IGE Summit hosted by the Construction Task Force at Capital Week which was very successful. At least half of our current IGE National Projects would fit within the Construction Task Force. Rob described the process, interest, and success of the listening sessions at SBC and expansion to JETC and Post/District level. SAME acts as the facilitator and allows agencies to stay out of selection. The IGE website has been updated to include all the latest projects and related white papers, as well as SAME Perspectives to wrap up finalized projects. We have also added IGE Mentors to the site.

SAME Elected Director Governance Update

Mike Huffstetler presented an update to elected director governance. There was no mention in the current Bylaws or structure to provide directors on the board. As elected positions, we want to make sure this resource is not wasted but provided a clear purpose. Planned changes include: demonstration of prior BOD or similar leadership experience (SAME or other) as a minimum requirement; National Office will convey the current President's Strategic Plan focus areas into the year's call for ED nominations; and we will require each of the 4 new EDs to attend the May

BOD and to receive on-site orientation/training. Year 1 EDs are “our ambassadors” and will be overseen by the Past President. Year 2 EDs are “our voices” and will be overseen by the President. Year 3 EDs are “our champions” and will be overseen by the President-Elect. Future planned action items include updating the Nominating Procedures Guide, updating Bylaws, and development of an Elected Director Operating Manual.

Construction Task Force Proposal

Mike Wehr opted not to use slides. He described the success of the IGE Summit as proof for the need and willingness of members to support a Construction COI. He outlined the three topics that the group is attacking:

- *Can We Afford the Consequences of Not Making Changes?*
- *The Shrinking Federal Contractor Base*
- *Got Risk? How to Improve Current Project Delivery Methods*

The summit allowed the group to develop and communicate a shared purpose with our base. The mission of the proposed Construction COI is to “improve construction delivery of federal projects to keep them on budget, on schedule, and of the highest quality in order to reverse our growing inability to do so, which is threatening the infrastructure security of our nation. The group will continue to include govt. and non-DOD constructors in collaborative efforts.

The board unanimously approved the formation of a Construction Community of Interest. Mike Wehr will serve as the leader until a Chair can be identified and approved by the President.

Foundation Update

Tim Byers gave a brief update from the Foundation. We need to move beyond asking for donations from members which we are actively working on. The 5K matching campaign led by Mercedes Enrique generated a very successful year - \$272K for the year which is a record thus far. The Foundation Board will roll out a campaign for this year soon. The Case Statement that the team developed last year is critical for approaching outside donors. Tim asked the board to become familiar with it and use it within their networks: <https://online.fliphtml5.com/fedq/quqr/#p=1>. We did change the process of requesting funds so that the Foundation provides the amount of support, and the Society determines how the money is spent. The most important thing that the SAME Board can do right now is to assist with telling the story of the impact that the Foundation has had on programs that it underwrites with detailed data and measurable results. *Mario Burgos initiated his \$10K match to the board. This year, he is asking that we have 100% participation, regardless of the amount, for which he will donate \$10K. Use this link to donate: <https://my.same.org/donatenow?aid=a1x5Y000004NH1uQAG&pid=a1B5Y00000HmAbPUAV>*

Strategic Plan Update

Technical COIs

Charlie Perham gave an update on progress for Technical COIs. He gave us a C+ on the overall impact we have had on IGE, but that we have made a lot of progress from the previous year. Environmental COI continues to create value through webinars and IGE efforts. Rick Wice has brought the COI out of the yellow/red and into the green. Jim Romasz is leaving the JECO COI after four years of dedicated service. Of special note are the warfighter seminars that generate real change. Al Romano had big shoes to fill when he took over and has done a fabulous job filling those shoes and continues to make the Resilience COI better with his outstanding collaboration with Posts and development of IGE Projects. Sally Clark, leading the Small Business COI is launching a certificate program and potentially a Marketing & BD COI. Lisa Cooley did a great job picking up the FAM COI and launching the FAM Forum. Mike Zapata is taking over this year. Cathy Otis leads the Architectural Practice COI and has a great IGE Project in motion. They have a great journal that is a great best practice. Norm Campbell with the Energy & Sustainability COI is working an EV Infrastructure IGE program so we are looking forward to seeing where that goes.

Human Capital COIs

Sharon Krock gave an update on progress from Human Capital COIs. We will be starting “Webinar Wednesdays” to get people used to getting that information on a regular basis. We encourage COI Liaisons to actively assist in cross-

collaboration as opposed to just attending the meetings of other COIs. Be sure to keep up with your record (SAME Spring Cleaning) to ensure you are part of the COIs you want to be and are getting their information. Camp COI, led by Cindy Miller, is in full force planning for camps this summer, but really this is a YEAR-ROUND effort. We will be standing up another camp in Jacksonville for 2024. The National Camp Program is a work in progress. Thanks to the Foundation for funding mentor involvement in camps which has led to an increase of number and diversity of mentors. College Outreach, led by Marilyn Zenko, has been reconnecting with student chapters and conducted the Innovation Design Challenge. Shane Payne will be departing the Enlisted COI which will be led by Brad Wilson. They are working on marketing pieces to highlight the value of SAME to enlisted members. Josh Graham will be taking over for Liza Grudin for the K-12 STEM COI. Their monthly webinars are fantastic and include many strategic partners. Roland DeGuzman leads the Leader Development COI and continues to provide value to members through LDP. There are 20 new LDP students who will start talking about their UPIC projects today, but if you are a Post or Region, or COI, talk to Roland about your needs to see if there is synergy. YP COI will now be led by Suzi Grix. They have an active Credentialing Committee led by Tim Dahms and Victoria Mechtly – the application is now online.

RVPs

Mike Darrow gave an update on the progress of our Regions. Many of our Posts are back to normal operations (or their new normal) after COVID. We have had a guest COI on our RVP meetings which has been successful in cross collaboration. We will also be adding best practices from each of the RVPs. Post assessments will begin this summer with slight modifications to the questionnaire. RVPs have done a great job with succession planning and creating a deeper bench of expertise within their Regions. Even though the new system allows for gradual building of streamer submissions, Posts still seem to wait until the last minute. Aside from the streamers, it's good to see what Posts are doing. The DEI Committee continues their work – the toolkit is on the website. We are working on supporting Post Membership Chairs by making sure they are well informed and trained. The Service Member Task Force fell under the Membership COI, but there is still a lot of work to be done and analysis on whether or not that is the right place for them. Cindy used Danielle Barner as an example of how our Elected Directors are supporting our COIs (Danielle supported Membership).

AOF

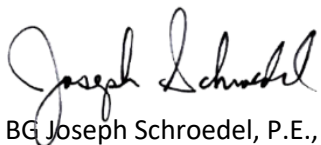
The AOF continues normal operations (Awards & Recognition, Fellows Nomination Process, Newsletter, Luncheons and Townhalls). This year we conducted a comprehensive Fellows Survey which we will codify within our Membership Needs Survey that is done every three years. We continue to refine the nomination process to ensure remains transparent and meaningful. The new initiative for the coming year will be a future Fellows program that targets those at around the five-year mark of membership to make them aware of the benefits of being a Fellow and the steps they can take to begin building a packet early on. This program will also include information on how to overcome obstacles such as deployments for our uniformed services. This will empower future Fellows and demystify the process and purpose of the Academy. We will kickoff the formal announcement with a TME article and comprehensive marketing plan to promote awareness.

Consent Agenda (unanimously approved)

- BOD Meeting Minutes 11-1-22
- XC Meeting Minutes 11-30-22
- XC Meeting Minutes 3-27-23
- Foundation Meeting Minutes 3-27-23
- 2023-2024 Board of Direction & Executive Committee
- 2023 Election Results
- Fort Drum Post Closure

Closing Remarks

After recognizing the outgoing board members and installing the new board members, Cindy thanked the board for their participation and reiterated that board members are ambassadors. Charlie thanked Joe and the National Office staff for their work. He thanked Rad Delaney and Mark Handley for their service on the NLT. He mentioned that the young people attending JETC for the first time will be looking to the board for their leadership.

A handwritten signature in black ink that reads "Joseph Schroedel". The signature is written in a cursive style with a large initial 'J'.

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

Encl 1: Presentation Slides