I. Welcome and housekeeping

President Montañez-Cartaxo welcomed Board members, noted positive feedback on Bancroft’s first months as Executive Director, and thanked Joyce for her role as interim Executive Director.

Bancroft reviewed the agenda, introduced the parking lot, and noted that per the attorney reviewing IAIA’s governance, Board actions should be taken by motion, second, and yea/nay/abstain voting.

A. Minute interim Board decisions taken since London meeting

Bancroft briefly reviewed the list of electronic decisions the Board had made since the November 2018 meeting in order to minute them:

- Conference inclusiveness bursary was approved
- The March 2019 ballot was reviewed
  - Takehiko Murayama was appointed Treasurer and Eddie Smyth was appointed Secretary
  - Miles Scott-Brown was appointed Chair of the Board Nominations Committee and Behzad Raiyissan was appointed Chair of the Training and Professional Development Committee
- Board minutes from London were approved
- Document retention, conflict of interest, and whistleblower policies were approved
- Staff bonuses were approved
- Meetings anti-harassment policy was approved

II. Review of “Action Items” from last Board meeting

1. Orenstein and Bice to discuss connecting the proposed state-of-impact assessment report with the membership survey and present a written proposal to the Board by the IAIA19 Board meeting. Bice noted that she has been working with IAIA HQ, and instead of a written report to the Board, she prepared a brief to the task force regarding the
state of impact assessment survey. The survey was reviewed by the Australian National University’s Ethics Committee and will be disseminated by ANU in the next few weeks as well, since they have software for the job. The results will provide insight into the impact assessment profession, and whether the report will be available on the members-only area of the web site will need to be determined.

ACTION: Bice to circulate the research brief on the state of impact assessment survey to the Board.

2. Bice to work with Fischer to develop the special issue of IAPA. Two special issues are being planned, one on impact assessment for the 21st century. This issue will invite letters and will feed into updating the IAPA frontispiece. A conference special issue will also be produced.

3. IAIA HQ staff and Bancroft to review current means of setting and presenting administration fees for symposia, including benchmarking what third-party event management companies charge, and provide a brief and a proposal to the Board on how to proceed. Bancroft reported that this activity is in progress.

4. Board members should send any contacts of potential conference hosts to Bancroft for him to proactively pursue. Bancroft reported that he had received some suggestions from members, but not from the Board. Board members should send any ideas to Bancroft or Howell.

5. Bice to develop a Phase II proposal for the One Belt One Road symposium in China. Bice met with World Bank representatives during IAIA19 and has indication that the World Bank, as well as JICA and ADB, will support the symposium. Tsinghua University will work with venue and logistics; Bice will draft an agenda.

6. Bice will work with Howell of IAIA HQ to find a time slot at IAIA19 to discuss IAIA’s role in creating position statements on issues. Joyce noted that this issue relates to Bancroft’s information on IAIA’s legal leeway to make position statements.

7. Bancroft will present the Board’s interest in position statements at the IAIA19 session and find examples of similar non-profit organizations who have issued position statements. Bancroft provided this information in the Board annual meeting packet.

8. IAIA HQ to develop a template PowerPoint presentation for Board members to use then needed for visits to potential strategic partners. Marla Orenstein had created a template; Bancroft will share it with the Board.

ACTION: Bancroft to circulate Marla Orenstein’s PowerPoint template to the Board.

9. Bancroft will review Baloyi’s previous research related to organizations in India. Bancroft will follow up.

10. Bancroft to talk to Howell about IAIA’s translation policy. This issue is built into the strategic plan.

11. IAIA HQ to evaluate strategy for length and frequency of e-newsletter. Bancroft noted that he is looking to transform the e-newsletter into a business publication.

12. Joyce to ask Josh Fothergill for his ideas on IAIA’s next steps/further exploration related to accreditation, how IAIA might be able to assist other organizations (e.g., Equator Banks) who may want a partner to help develop some kind of capacity building program
related to accreditation, and how IAIA’s training may play a role in continuing education credits. Joyce asked HQ to follow up with this issue.

13. In parallel with developing the Fothergill report publication, a member information task force to include Bancroft, Orenstein, and Shelli Schneider will consider what IAIA resources should be made available to all versus to members only, including consideration of the wishes of IAIA member volunteers who contribute to publications and resources. Bancroft noted his opinion that any product resulting from an Innovation Grant should be private in the future. Bice commented on the tension between providing member benefits and sharing information and services. Board members expressed some additional thoughts. The task force will follow up on this issue.

14. Bancroft to draft criteria for the use of the capacity building funds and relating to the acceptance of sponsor/corporate funds. This task is yet-to-be-done.

III. Report on finances/organizational sustainability: Strategic focus area #4

A. Report from Finance Committee meeting
Hauptfleisch reported that investments are looking good, and symposia and annual conferences are being more closely monitored to ensure they make financial sense. The cost of the Executive Director hire and transition was included in the financials. Murayama added that environmental and social requirements for vendors are also being checked.

B. Progress on move from cash to accrual accounting method
Murayama noted that the transition is taking place and that an audit of the 2019 financials is planned.

ACTION: John to send Washington, DC, Finance Committee notes relating to its discussions of the issue of socially responsible investment policies to Murayama and Cave.

Bancroft noted that the transition is important in terms of funders’ wanting to see audits and accrual reporting.

IV. IAIA19 – Brisbane feedback
The Board made some comments on positives and negatives of IAIA19.

ACTION: Howell to follow up with the Students and Young Professionals (SYP) Section regarding the idea of holding the SYP Section meeting as part of the SYP workshop in the future.

V. Update on major events: Past and planned

A. Update on IAIA20
Howell reported that the venue contract is signed, the first announcement is distributed, session proposals opening just after IAIA19, sponsorship efforts are beginning. The Spanish organizers are expecting up to 1,500 individuals. There will be some translation into Spanish. Cave noted that he plans to bike to Seville and perhaps the trip can be linked into activities, sponsorship, publicity.
ACTION: Cave to put together a plan that the Board can approve regarding his bike travel to Seville.

B. Update on IAIA21
Howell reported that the Conferences Committee will have proposals to review shortly. Note that until agreements are signed, bids are confidential.

C. Update on IAIA22
We’ve had several verbal indications of interest. The goal is to have annual conference sites selected two years in advance, so we will begin accepting bids shortly after IAIA19 and will have a deadline of February/March 2020.

D. Symposia

1. Report on Kuching symposium – Financials. John reported that the symposium attracted 136 attendees from 13 countries. With very little sponsorship, IAIA experienced a financial loss on the event.

2. Report on London symposium -- Financials and proceedings. John reported that the event attracted 127 delegates from 30 countries. This event had several sponsors, including complimentary venue costs, and resulted in a net profit. A symposium report will be released in July.

3. Report on 2019 Major Infrastructure and One Belt One Road (OBOR) symposia. Bice reported that as of the Brisbane conference, partnerships are now being confirmed for the OBOR, and she will be preparing a phase II proposal. This symposium is expected to take place in Beijing in late November/early December, with some translation and about 160 delegates.

   Montañez-Cartaxo reported that he will be sending a phase I proposal for a symposium on infrastructure to take place in Merida, Mexico, in October.

   Bancroft and the Board noted that the proposals are needed as soon as possible due to the short timing of the symposia and the need to evaluate and plan staff workload.

   ACTION: Bice will prepare a phase II proposal for the One Belt One Road symposium in China within two weeks of the Board meeting.

   ACTION: Montañez-Cartaxo will prepare a phase I proposal for the infrastructure symposium in October in Mexico within two weeks of the Board meeting.

E. Open discussion on how to approach or change symposia in the future, in particular in terms of ensuring financial viability.
The discussion was postponed.
ACTION: Bancroft will draft some guidelines on ensuring financial viability and/or return on investment of IAIA symposia.

VI. Committee reports
The Board acknowledged the reports from IAIA’s Committees.

A. Awards
Montañez-Cartaxo reported that the Awards Committee is experiencing some turnover; discussions are beginning regarding a potential new chair and members.

ACTION: Once a new chair is seated, the Awards Committee will prepare a full proposal including criteria for the suggested new youth Award in time for it to be offered for IAIA20.

B. Journal Management (JMC)
Bice agreed to take over as Board liaison to the JMC for the retiring Morgan Hauptfleisch.

C. Sections Coordinating (SCC)
APPROVED: Bice moved, da Cunha seconded and all members voted to approve the proposal to form a new Section on “Impact Assessment and Emerging Technologies,” with the condition that “emerging” be used as a descriptor rather than “disruptive” in the Section title and materials. The motion was approved by the Board with a unanimous show of hands.

Bancroft reported he talked with the SCC about IAIA reapplying for observer status with the Arctic Council, noting that the role may take resources away from other Sections. The SCC agreed with moving ahead with the application.

APPROVED Goldschmidt moved, da Cunha seconded and all members voted to approve Bancroft to moving forward on an Arctic Council application with Goldschmidt, Wes Fisher, and Paul Sage, and reaching out to the Indigenous Peoples, Cultural Heritage, and Health Sections.

D. Training and Professional Development (TPDC)
Goldschmidt acknowledged the amount of time and effort that TPDC members put into reviewing proposals, noting that it is disappointing to everyone concerned when some courses are then cancelled due to low registration. More teaming with local organizers may help alleviate this problem. Training courses in Spanish and Portuguese will be encouraged for IAIA20. Glenn Brown will be replacing Behzad Raissayn as chair of the Committee. Goldschmidt noted that IAIA lacks clarification regarding giving certificates to training course participants who don’t attend the entire course and should develop an official policy. The Board generally discussed various issues including training courses competing with each other, endorsing courses by instructor versus endorsing only courses previously offered at IAIA events, using training to diversity funding, having a symposium on training, and finding a champion to replace John Boyle when he steps down as head of the Professional Development Program (PDP).
Issues moved to the parking lot:
- Effective structure for the PDP
- Whether the PDP software is wedded to the current organizer
- Identifying someone to assist the organizer with Moodle
- Whether IAIA needs an institutional license and the cost implications

E. Nominations
Bice reported that given the composition of the current Board, of the three pools of nominees for the next election, two (including President position) are to be only women. The process of identifying nominees will continue to be by the Nominations Committee and open nominations. There is competing information in IAIA’s bylaws regarding member terms for this committee that needs to be addressed. Bice recommends that the Board also adopts two- to three-year appointments to the Committee.

ACTION: Continue to feature the Board of Directors at the annual conference opening plenary.

ACTION: Give past presidents (except the current Past President) a different color badge ribbon.

ACTION: Add badge ribbon color codes to final program information.

ACTION: Address Nominations Committee Chair and committee member terms when redrafting the bylaws.

VII. Partnerships: Strategic focus area #2
A. Ongoing partnerships - updates

1. Community Connect. Bancroft reported that Ana Maria Esteves will send him some identified projects, and that finding funding will likely be possible. Da Cunha suggested trying crowdsourcing.

2. NORAD MoU. Bancroft reported that IAIA is preparing a proposal and will be signing a contract with Norad, which will include taking on extra tasks and obtaining more funding.

B. New partnerships

1. WHO. Cave noted that a legal adviser at WHO Europe had said WHO Europe could not be a partner with IAIA on the guidelines on health and EIA which are being drafted. This was due to concerns, and a lack of knowledge, about corporate input to IAIA. The current MoU was also agreed before the current regulations governing WHO relations with external bodies came into force. NB the current MOU was agreed with WHO headquarters in Geneva. Cave is putting together information for due diligence to show that IAIA is a credible organization and ultimately enter into official relations with WHO.
APPROVED: da Cunha moved, Valencia seconded, and all approved Cave moving forward on the due diligence process with WHO.

2. IPIECA. Bancroft noted that he is building a relationship with the IPIECA Executive Director, but no other activities are on the immediate horizon.

3. Arctic Council. See section VI.C above.

4. ICCROM-ICOMOS-IUCN World Heritage. The Cultural Heritage Section is interested in board approval to work on a draft guidance document by the end of 2019.

APPROVED: Da Cunha moved and Bice seconded a motion to support the Cultural Heritage Section in pursuing a project to develop a draft guidance document in partnership with ICCROM-ICOMOS-IUCN World Heritage by the end of 2019. The motion was approved by a unanimous show of hands.

5. UNECE, SDG Task Force.

ACTION: Bancroft to circulate Board minutes indicating the Board’s approval of Partidario to serve as IAIA’s UNECE liaison and confirm the tasks associated with the position.

VIII. Branches and Affiliates Visioning Session

A. Reports
   1. Ireland-UK / 2. Japan / 3. Washington Area. The Board acknowledged the issues in the reports sent by the Branches.

B. What should our Branches and Affiliates relations look like, and how do we put together an action to accomplish that?
The Board discussed Affiliate fees, other organizations’ models for Affiliates, whether branches should be grouped with Affiliates and Associated Organizations, and lack of incentive for Affiliate members to join IAIA as they already have access to almost all IAIA member benefits.

ACTION: Bancroft will review Bice’s Affiliates research along with similar organizations and send a draft report to the Board within 60 days. Bice, Goldschmidt and Baloyi will review the advice and outcomes of Affiliates Forum and present a recommendation to the Board in the next few months.

IX. Membership: Strategic Focus Area #1

A. Update on what has happened to member numbers as a result of our revising membership fees.
   John noted that it is too early to analyse and assess, as IAIA19 was the first conference to separate registration and membership.

B. Informz update
See “IAIA Membership Plan” for an overview of activities completed and in progress. IAIA HQ expects to begin sending all mass communications with new membership software beginning in June (2019).

C. **State of IA survey**
Bice reported that a survey about the state of the IA industry will be sent out in late May to both members and non-members. The results are expected to be launched at IAIA20. The survey will collect both member data and state-of-the-art of IA information.

**ACTION:** Bice to add question “Are you an IAIA member?” to the upcoming survey, which will be sent to as many people as possible.

D. **Webinars**
Eight webinars were offered in 2018 on a variety of topics, including some regionally-focused webinars which had very high attendance. One was offered in 2019 with additional webinars being planned for the rest of the year. John will review nominations for IAIA19 outstanding presentations for future webinar options and asked the Board to make recommendations as well. Other webinar suggestions from the Board included offering one related to the IAIA20 theme, webinars in other languages, and reaching out again to affiliates.

X. **IAIA work for others**
   A. **How do we handle funders who want us to engage the services of our members without showing favouritism? How do we make those decisions? And which projects do we accept or reject?**
   Bancroft noted an inquiry in which the World Bank is looking to partner with IAIA members to professionalize SIA training. The Board generally noted that IAIA is not a certifying body or in a position to enter into a contract to provide service (such as selection of SIA professionals), but that entities like the World Bank may connect directly with members. Several models were suggested by the Board, including a hybrid model, with IAIA’s convening a panel of experts, where the World Bank would pay the expenses of the experts and IAIA would receive a facilitating fee.

XI. **Introduction to Day 2 strategic planning session**
   Bancroft introduced the draft strategic plan and noted that discussion of the draft would take place on the following day.

XII. **In camera session**

Day 2: 4 May

XIII. **Welcome and introduction to the day**
Montañez-Cartaxo welcomed Board members back and reviewed the agenda for the day. Joyce was excused.
XIV. **Addressing issues in parking lot**

**Crowdsourcing.** The Board discussed the possibilities of crowdfunding or crowdsourcing funds for various projects, citing Community Connect as a potential recipient of that type of funding.

ACTION: Bancroft to define potential projects that would be appropriate for crowdfunding for the Board’s review.

**Development and approval of Sections.** This discussion was tabled to midterm.

**Effective structure for PDP.** This discussion was tabled to midterm.

- Is the software wedded to the organizer?
- May need to find someone to assist with Moodle
- Does IAIA need an institutional license? Can we afford it?

**IAIA19 video: “Divided We Dance.”** This discussion was held informally during dinner on 3 May. The Board agreed that a disclaimer should be provided for all videos, and whether we want to actively solicit more videos to be shown at the annual conference will be discussed at midterm.

**UNECE.** The Board discussed whether the current IAIA representative is still appropriate and the need to determine the responsibilities of the role and to receive a report on activities at the Council.

ACTION: Bancroft to add Task Force heads and IAIA representatives to the Council Meeting agenda.

XV. **Governance analysis**

Bancroft introduced our attorney, Andrew Morton of Handler Thayer, who is reviewing IAIA’s bylaws and governance structure, who joined the meeting remotely to answer questions about the summary of key findings from review of IAIA’s corporate bylaws and governance structure.

In response to questions, the attorney noted that in terms of activities that happen overseas, there is nothing relevant for IAIA as a US-based non-profit corporation other than some issues with sending money overseas, due to the Patriot Act. The attorney clarified that “officers” consists of the President(s), the Treasurer, and the Secretary. Then there is the Board of Directors, which has a chair. The President reports to the Board. The President generally runs an association’s day-to-day business, while the Board sets high-level policy. As part of bylaws revision, the attorney recommends that they be amended to state that a person can be an officer and a director (current bylaws state a person has to be both.) Members can vote for Directors, then the Board can decide the officers. In terms of governance, the structure is the following:

- Board of Directors (Chair)
- Officers (President)
- Staff (Executive Director)
The Board will review this structure at a future meeting when bylaws revisions are being proposed.

**ACTION:** The attorney will send Bancroft a template of basic bylaws, including suggested wording for director/officer language, which Bancroft will circulate to the Board.

With regards to lobbying, the attorney noted that 501(c)3s can be involved in the legislative process in the context of *issue advocacy:* advocating within the core mission of the association without reference to specific legislation is unrestricted. If a 501(c)(3) wishes to lobby, the maximum amount of expenditures on that activity is defined by the IRS, but it is typically in the range of 10 percent. However, 501(c)3s cannot campaign for a specific candidate.

**XVI. Presentation of draft 2019-2021 strategic plan**

**A. Approach**

Bancroft gave an overview of the draft plan, noting that the Board will focus on the strategy and staff will focus on operations to carry out the strategy.

**ACTION:** Cave, Montañez-Cartaxo, da Cunha, Valencia, Bancroft, one IAIA HQ staff member, and 2-3 marketing/communications people will work on drafts of vision and mission statements.

**B. Mission and vision**

Bancroft reviewed the current mission and vision statements and provided alternatives that are more descriptive and relatable.

**ACTION:** Bice to add question about IAIA members’ visions for IAIA as part of the state-of-IA survey.

**XVII. Discussion**

The Board provided some suggestions on the draft strategic plan, including better connecting the SWOT to the goals, reducing the statistics in the public version of the plan, taking some specifics such as metrics and due dates out of the strategy version of the plan and focusing on “how,” rather than “when” and “how much,” separating old elements of the plan from new elements of the plan in the pillars, differentiating achievable goals from stretch goals, preparing an action plan for each year separately, providing a basis and explanation for the numbers, and prioritizing.

**ACTION:** Board members to send any other specific comments to Bancroft in Word by 24 May. Goal date for revised draft is end of June. Another Board meeting (remote) will be scheduled to discuss the revision.

**XVIII. Other business: Midterm Board meeting**

**ACTION:** Goldschmidt will look into San Diego or Santa Barbara in early December, and possibly meeting with people from California Association of Environmental Professionals – CAEP.
Meeting adjourned at 12:15pm on 4 May 2019.

Minutes respectfully submitted by:

Signature: __________________________

Name: Eddie Smyth

Title: Secretary, Director

Date: 12th November, 2019