I. Welcome and housekeeping

Montañez-Cartaxo welcomed all board members and staff to the meeting. He further thanked all of those who attended the meeting on the previous day in Sacramento with California Governor’s Office of Planning and Research. Goldschmidt provided safety and emergency instructions. Bancroft reviewed the agenda, introduced the parking lot concept, and noted that attorney Andrew Morton would join the meeting by phone instead of in person to discuss the bylaws. Cave introduced some additional items for the agenda:

- policy/criteria for soliciting and accepting sponsorship donations
- benchmarking conference sustainability
- the need to reconnect with the technical aspects of impact assessment at the conference
- broadening the focus of our IA meetings beyond extractive industries to include other areas like urban planning

Smyth encouraged board members to respond in a timely way for electronic votes and listed the votes which had been taken electronically since the board meeting at IAIA19 in Brisbane in order to minute them:

- Merida Symposium Phase I – 7 Yes; 0 No; 2 Abstain/No Reply
- Beijing Symposium Phase II – 7 Yes; 0 No; 2 Abstain/No Reply
• Minutes and Appointments - 7 Yes; 0 No; 2 Abstain/No Reply
  o Luis Sanchez to be Awards Chair
  o Glenn Brown to be TPDC Chair
  o Veronica Gilberti to be TPDC Member
• IAIA20 Training and Policy Note
  o TPDC IAIA20 Training Recommendations - 5 Yes; 0 No; 4 Abstain/No Reply
• Policy Note #21 - TPDC Credit for Partial Attendance - 8 Yes; 0 No; 1 Abstain/No Reply
• Preliminary Approval of Vancouver as IAIA21 Annual Meeting Location - 6 Yes; 0 No; 3 Abstain/No Reply
• Annual Meeting Location and Minutes
  o Final Approval of Vancouver as IAIA21 Annual Meeting Location – 5 Yes; 0 No; 4 Abstain/No Reply
  o Approval of Brisbane Board Meeting Minutes – 6 Yes; 0 No: 3 Abstain/No Reply

AGREED: When recording electronic board member votes, separately identify abstains from non-responses for clarity.

ACTION: IAIA HQ will revise Policy Note #8 to indicate that failure to respond to an electronic board vote within the given deadline three or more times within one year without advance notification of unavailability may lead to removal from office and submit to Board for approval.

ACTION: IAIA HQ to include revised Policy Note #8 text in the information given to future Board candidates.

AGREED: Bancroft to consider sending votes out as a calendar reminder.

II. Review of outstanding action items from previous meetings not already on agenda

• State of impact assessment survey: Bice reported that the survey will be distributed in January with a deadline at the end of February, analysis in March and a written report provided by IAIA20.
• Review of current means of setting symposium administration fees: Bancroft is still working on this.
• **Develop criteria for gift solicitation and acceptance policy:** Bancroft is working on this. Much discussion was held about possible criteria for which donors or sponsors could be evaluated, the need for criteria to be holistic, how to bring industry to the table without promoting greenwashing, understanding that our members hold contracts with private sector companies, noting that whatever criteria is determined for sponsorships should be closely aligned to the Corporate Initiative Award.

AGREED: John to ask IAIA20 Sponsorship Committee for a brief description of each sponsor before Sponsorship Agreement is developed.

ACTION: Bancroft to synthesize comments related to discussion about suitability of corporate sponsors and send a draft policy to working group of Cave, Smyth, Valencia, Montañez-Cartaxo and Goldschmidt before submitting to entire Board.

• **Clarification on origin of UNECE liaison role and tasks:** Bancroft reported on the organic way Maria Partidario became IAIA’s representative at UNECE events. Cave expressed interest in more formalized support for the position.

APPROVED: Cave moved, Montañez-Cartaxo seconded that a formal UNECE Task Force, headed by Partidário, be officially instituted for IAIA, for Partidário to continue as IAIA’s liaison, and for this feedback to be included as a Council agenda item.

7 Yes; 0 No; 0 Abstain

Related discussion was held about the small amount of funds budgeted each year for Board or key IAIA members to attend events on IAIA’s behalf.

ACTION: IAIA HQ to inform Board members each year about the availability of a small amount of funds for representation of IAIA at appropriate events.

**III. Report on Finances/Organizational Sustainability: Strategic Focus Area #4**

**A. Report from Finance Committee meeting**

Murayama noted that investments were $2.1 million as of 19 November 2019. Things have gone well during transition period from cash to accrual accounting
which started 1 January 2019. As of September, net ordinary income was $1.2 million, with a ($26,000) loss under accrual accounting for ordinary income, but when investments were included, net income was a positive $195,000. The Committee also discussed vendor environmental and social criteria and are working on ways to formalize the vetting and selection process. Other financial items discussed more in depth:

1. The Finance Committee reviewed the proposed changes to the IAIA Personnel Policy and noted no financial implications.

   APPROVED: Bice motioned, Valencia seconded to approve the revised IAIA Personnel Policy.
   
   7 Yes; 0 No; 0 Abstain

2. John summarized the new formal agreement with Norad for capacity development which replaces the informal arrangement that has been taking place since 2006. As a result of the new arrangement, the Norad funds will be placed in a separate account but will be a sub-account for IAIA’s credit cards. As a result, IAIA HQ requests an increase in credit card limit from $15,000 to $40,000 to account for the extra activity on the cards that will occur during peak times. The Finance Committee recommended the Board approve the increase.

   APPROVED: Bice motioned, Cave seconded to approve an increase in IAIA’s aggregate Town and Country Credit Union credit card limit from $15,000 to $40,000.

   7 Yes; 0 No; 0 Abstain

3. Bancroft summarized the compensation analysis conducted in 2019, noting this time it was conducted in-house, the list of four salary sources reviewed, and that staff reviewed the titles and descriptions chosen for their respective positions. Three staff were found to be within IAIA’s pay range (+/- 10% of median) and two were not. The 2020 operating budget includes these adjustments.
4. Bancroft reported that an auditor, Eide Bailly, has been selected by the Finance Committee to be engaged for an audit of IAIA’s 2019 financial statements, at a cost of approximately $16,000 with a commitment for one year, and that this cost was included in the 2020 operating budget.

B. Review of Proposed 2020 Operating Budget
Murayama reported that the Finance Committee recommends approving the 2020 Operating Budget as presented, but final approval by the Board will take place at the end of the Board meeting, pending any potential activities which may warrant budget amendments.

1. Valencia and Bice introduced discussion about the Board travel reimbursement policy (Policy Note #4) and how having the same set amount for each Board member which does not fully cover travel costs may be partially responsible for the difficulty in securing candidates willing to run for a position on the Board.

ACTION: Bice will review Policy Note #4 and put forward some suggestions for discussion that would be implemented in 2021.

IV. Update on Major Events: Past and Planned: Strategic Focus Area #3

A. IAIA19
John noted IAIA19 was considered a success, and that with the accounts finalized, IAIA retained $38,000 in net profit after paying $13,058 in profit-sharing to the local IAIA19 team.

B. IAIA20
Registrations, sponsorship efforts, and logistics and technical program planning are advancing as expected. Based on information from Jennifer Howell who manages the technical program at IAIA HQ, there was a record number of session and paper submissions submitted this year, despite the new one-submission rule. The large quantity has required extra time for the Program Committee and HQ to manage and resulted in more rejections, but in theory, more rejections should result in higher quality of presentations overall. Howell reported about 10 complaints regarding the new rule this year. John
and Bancroft summarized the genesis of the one-submission rule based on suggestions from previous conference hosts.

Board members discussed how to incorporate more leading-edge and innovative topics under our current system, how it will be evaluated, possible ways to streamline the process, and effect on conference size.

C. **IAIA21**

John reported that Kayla Deitch completed a successful site visit to Vancouver, has been working on the venue contract, and has started negotiating hotel room blocks. John said Deitch also noted that hotel rooms will be more expensive for IAIA21 because the event will take place in May, the start of the cruise ship season. Apparently, May is often when seasonally higher hotel rates begin, so Deitch recommended future events take place in April if possible.

**ACTION:** IAIA HQ to consider offering online opportunities for delegates to share alternate housing such as AirBnB or VRBO.

**ACTION:** Cave and Montañez-Cartaxo will discuss house-sharing opportunities with the IAIA20 hosts.

D. **IAIA22**

Bancroft reported that the call for IAIA22 proposals is open through 15 March 2020 and asked whether IAIA should be more strategic and proactive in selecting locations instead of waiting to see what proposals are received. Bice reiterated Howell’s past suggestion of having a Conference Program Committee that remained in place for 2-3 annual conferences to organize the technical program and to use a local conference organizer to assist with technical visits, logistics, sponsorship, etc., which would release IAIA from relying on going to locations with a core group of IAIA members.

E. **Symposia**

1. **Merida, Mexico**

Montañez-Cartaxo reported that because the current Mexican government has little interest in environmental issues, support for the proposed event
on infrastructure has disappeared. Bancroft noted that one potential major organization had expressed interest in being a funder.

ACTION: Montañez-Cartaxo to help Valencia reach out to Peru about their expressed interest for a symposium.

2. Beijing, China
Bice reported that when the major sponsor was forced to withdraw its support of the proposed One Belt One Road symposium in China, Bice needed to re-submit to the Chinese government for approval of the event without that support, effectively postponing it. Bice continues to remain active in the topic area, speaking to many universities in the area, working with Thomas Fischer, editor of IAIA’s journal, about a special issue on the Belt Road Initiative, working with Francesca Villiani on some webinars, and she continues to source funding for a future event in 2021.

AGREED: The Board expressed appreciation to Bice and to her assistant, Yan Lu, for all the hard work that has gone into the event so far.

3. IAIA Tech 20
The Board reviewed the Phase I proposal submitted by Jiri Dusik for an event on impact assessment and emerging technologies suggested for September 2020 in Prague, Czech Republic.

APPROVED: Smyth motioned, Cave seconded that the Board approve the Phase I proposal for the IAIA Tech 20 symposium and request a Phase II proposal be submitted.

7 Yes; 0 No; 0 Abstain

4. Next 50 Years of IA
IAIA has applied for a grant from the U.S. National Science Foundation to fund a symposium in the fourth quarter of 2020 focused on challenges facing impact assessment in the next 50 years and how to address them. The grant, if funded, would be a joint project with the Environmental Law Institute (ELI) and the Sabin Center for Climate Change Law at Columbia University. If awarded, it will come forward as a Phase I proposal. The
Board supported the initiative and encouraged including some younger IAIA members in the planning committee.

5. Other potential symposia
John noted interest has been formally expressed to develop a Phase I proposal to hold a climate change symposium in 2021.

V. Sections

As the Board had received and reviewed the Section reports in advance, Bancroft only highlighted items that were suggestions or requests to the Board.

A. Cultural Heritage
Asked for the Board to consider adding more opportunities for electronic participation in IAIA conferences for those with no financial means to attend in person. It also asked for free one-day conference admission to local students and young professionals in relevant fields.

ACTION: Bancroft to request clarification from the Section about the request for more electronic participation. Bancroft also to communicate to the Section the Student Fee Waiver, Young Professionals Bursary, and room monitor offerings and ask if there was something more specific desired for free student attendance.

B. Disasters and Conflict
Expressed concern about allowing only one session/presentation per person.

C. Health
Would like to obtain a list of current, active Section members as a subset of the total Section members listed in IAIAConnect and also requested that the member’s locations could be included in the download.

ACTION: IAIA HQ should annually send the Health Section a list of current IAIA members for them to cross-check with the download from IAIAConnect.

APPROVED: Montañez-Cartaxo motioned, Cave seconded that Sections groups on IAIAConnect should be for IAIA members only and
that the ConnectPass option should be discontinued.

7 Yes; 0 No; 0 Abstain

D. Corporate Stewardship and Risk Management

Requests that the partial Conference Inclusiveness Bursary be converted to offering more complete funding allowing affected individuals or groups to attend IAIA conferences.

APPROVED: Bice motioned, Smyth seconded, that as a trial for IAIA21, IAIA should change the Conference Inclusiveness Bursary criteria to be more complete funding for relevant local audiences only, for a number allowed by the budget.

7 Yes; 0 No; 0 Abstain

ACTION: Smyth to include a note for Board about ways to include and engage Civil Society Organizations in the conference.

E. Public Participation

Expressed concern about the one session/presentation per person policy.

F. Emerging Technologies

Requested consideration of the IAIA Tech 20 Phase I proposal.

G. Indigenous Peoples

Expressed need to rebuild Section and lack of time available for limited number of people involved.

ACTION: Bancroft will follow-up with Section Chair, Kēpa Morgan, about any of his issues or concerns for the Section.

H. Social Impact Assessment

Inquired about the status of the online SIA training module in development as part of the Professional Development Program.

ACTION: Bancroft to inform SIA Section of the status of the SIA PDP module.

AGREED: Proposed PDP modules should be reviewed by the relevant IAIA Section.
VI. Committee Reports

A. Awards

Bice summarized the nominees put forward by the Committee, noting that the Corporate Initiative Award will not be given in 2020. Bice also highlighted their request for clarification on whether IAIA Affiliates are eligible for the Regional Award and the Board’s position on whether the Corporate Initiative Award can be offered to a fossil fuel-related project.

**ACTION:** Bice to inform Luis Sanchez, Awards Committee Chair, that affiliates do qualify for the Regional Award.

**AGREED:** Those writing the proposal for sponsorship criteria should consider the criteria for the Corporate Initiative Award, too.

**APPROVED:** Valencia motioned, Goldschmidt seconded that the Board approve the slate of award winners as proposed by the Awards Committee.

7 Yes; 0 No; 0 Abstain

B. Journal Management

Bice noted that IAIA’s journal’s Impact Factor continues to rise, Thomas Fischer was reappointed as editor, and she and Fischer are working together on a special journal edition on IA and the 21st Century.

**AGREED:** Those working on the proposed Next 50 Years of IA event should connect with the authors of articles in the IAPA special issue relating to the 21st Century.

C. Nominations

The Board discussed the status of the current slate of confirmed and proposed candidates for people to stand for election to the Board of Directors. Gender balance was of particular concern given that next year’s board would only have one female returning.
ACTION: Have a “Meet the Board” session at IAIA conferences and introduce all board members at the opening plenary.

D. Training and Professional Development Committee

As there were no proposals to the Board from the TPDC, the reporting remained written in order to stay on track to make the scheduled by-laws discussion with IAIA’s attorney who was calling in.

VII. Review of IAIA’s By-laws

At this time, IAIA’s attorney, Andrew Morton, connected remotely from his office in Washington, DC. to explain the proposed changes to the IAIA by-laws. Many of the changes make the language and structure more contemporary to by-laws of other similar-type associations. More significantly, changes were proposed to

- change reference to IAIA as “organization” instead of “association”
- clarify role of nominating committee including the selection of its chair and members and the chair’s length of service
- create separate sections for officers and directors because they are not one-and-the-same
- generate flexibility in filling secretary and treasurer positions, allowing the Board to select from within the sitting Board or from the membership to fill these two officer positions.

The Board held extensive discussion about guidance for multiple terms on the Board, the desire to ensure opportunities for new people on the Board and prevent a stale recycling of members, and the appointment of members and chair of the Board Nominations Committee to avoid potential conflicts of interest.

AGREED: Because Board members can serve multiple terms, no one should be able to serve more than two consecutive elected terms.

AGREED: Language should be added to the by-laws to allow the Board to deny someone to run for a director position if the Board has significant concerns.

AGREED: Members and chair of the Board Nominations Committee should be appointed by the Board for staggered terms as appointed by the Board.
ACTION: Morton will incorporate the changes discussed and send the revised by-laws to Bancroft.

After a productive and informative discussion, the Board thanked Morton for all his work, and Morton disconnected from the Board meeting.

VIII. Affiliates Structure

John summarized the current status of affiliate Memoranda of Understanding (MoUs), noting that as of December 2019, 10 out of 17 affiliates and 5 out of 7 associated organizations had expired MoUs. Bice reviewed the current affiliates structure, benefits to affiliates and what IAIA expects of them, potential structure options, and posed two questions:

1. What is the relationship between IAIA membership and affiliate membership?
2. What is the relationship between being an affiliate member and attending the annual conference?

The Board launched into an extensive discussion about how to proceed, whether certification may play a role, what legal and tax implications may exist, and what to do with the affiliates whose MoUs have currently expired. Bice and Goldschmidt offered to continue to work on this issue even after their Board terms end.

ACTION: IAIA HQ should renew expired MoUs for one year, including deadlines for affiliate reporting requirements with consequences for non-compliance.

ACTION: An Affiliates Task Force consisting of Bice, Goldschmidt, and Cave to develop Terms of Reference for a possible paid consultant to develop a proposal for IAIA affiliate/branch/associated organization structure.

ACTION: Affiliates Task Force to liaise with Jennifer Howell on scheduling the Affiliates Forum at IAIA20.

AGREED: Montañez-Cartaxo to liaise with affiliates between now and IAIA20 about the way forward, using contact information provided by IAIA HQ.
ACTION: Smyth will prepare a discussion paper around certification outlining pros/cons, competition, and whether it is something IAIA should offer, referring back to IAIA mid-term board meeting minutes from 2017.

IX. Communications: Strategic Focus Area #1

A. Communications and Development Specialist
Bancroft summarized background of Jack Marsden, the newly-hired employee at IAIA who will work in the Washington, DC, office and focus on communications efforts of the organization. Bancroft is particularly interested in having Marsden help break up dense conference and journal content for more snack-size dissemination. Bancroft also mentioned that the communications consultant retained has a draft version of the communications plan and will be discussing it with relevant members of the IAIA staff shortly.

B. Policy for Position Statements
Bancroft reviewed the steps for IAIA to approve position statements, as laid out in the proposed policy. One position statement on climate change has been drafted but is not yet ready for final approval. The Board discussed the overall review and vetting process.

AGREED: If a proposed position statement is not related to an IAIA Section, Bancroft will make an Executive Decision on which Section(s) should review.

APPROVED: Cave motioned, Montañez-Cartaxo seconded approval of the Policy for Position Statements.
7 Yes; 0 No; 0 Abstain

ACTION: The Policy for Position Statements should be shared with the Sections Coordinating Committee and added to the Section Chair job descriptions.

C. Society of Environmental Journalists
Bancroft summarized his and John’s experience attending the Society of Environmental Journalists (SEJ) annual conference in October 2019 where IAIA
had a display table. It is primarily US-based, but contacts were made with a variety of journalists. One item of interest was for IAIA to provide some kind of publication or training to journalists about what to look for when reviewing IAs. Conversely, journalists could also provide training to IAIA members about information needed from IA professionals to get the word out, and perhaps provide their existing training for journalists about personal safety in contentious situations. John reported that SEJ recognizes their grant winners at their conferences, and as a result, IAIA HQ has already begun discussion about how we can raise the profile of IAIA’s Innovation Grant winners.

ACTION: Bancroft, Goldschmidt and John to explore opportunities for cross-training between SEJ and IAIA members.

ACTION: IAIA to connect with the Committee to Protect Journalists.

X. Vision, Mission and Strategic Plan

A. Vision and Mission Statements
Cave gave an overview of the review process. Bice noted that the wording in the refreshed statements added clarification but did not change the meaning. Board discussion resulted in additional adjustments.

APPROVED: Cave motioned, Bice seconded to approve the refreshed vision and mission statement as follows:

**Vision:** A just and sustainable world for people and the environment.

**Mission:** IAIA provides the international forum to advance best practices and innovation in impact assessment and advocates for its expanded use for the betterment of society and the environment.

7 Yes; 0 No; 0 Abstain

B. Strategic Plan 2019-2021
Bancroft summarized that based on the last Board meeting, the detailed activities came out of the Strategic Plan and were put into an Implementation
Plan. A letter from Bancroft was added along with the proposed revised mission and vision statements.

**ACTION:** IAIA HQ will update the Strategic Plan with the refreshed vision and mission statements, change “improve” in Goal 4.3 to “develop,” Goal 4.5 to “continue to increase,” and create a graphical, public-facing version for the IAIA website.

**ACTION:** Bancroft to add targets to the Implementation Plan.

**APPROVED:** Bice motioned, Valencia seconded approval of Strategic Plan with amendments as above.

7 Yes; 0 No; 0 Abstain

**XI. Approval of 2020 Operating Budget**

Based on the discussion about hiring a consultant to manage the affiliate review process, the Board suggested adding $20,000 to the 2020 operating budget.

One question arose about how we could add $16,000 for an auditor within the Professional Fees budget, yet remain at the same $112,000 from the previous years. Bancroft said it was because the CPA who was contracted for $15,000 to assist with transition from cash to accrual would not be continuing in 2020.

**APPROVED:** Montañez-Cartaxo motioned, Cave seconded that the Board approve the 2020 Operating Budget with the addition of $20,000 for a consultant to review the affiliate structure.

7 Yes; 0 No; 0 Abstain

_Bice and Goldschmidt depart for the airport._

**XII. Outstanding Service to IAIA Award**

Cave suggested giving the Outstanding Service Award to Sara Bice for her extensive work in 2018-2019 to guide the board in researching and selecting a second office location, managing the Executive Director recruitment process, and keeping IAIA staff involved and apprised of the process.
APPROVED: Cave motioned, Montañez-Cartaxo seconded for Bice to receive the Outstanding Service to IAIA Award.
6 Yes (including one by proxy - Goldschmidt); 0 No; 0 Abstain (Bice had already left).

ACTION: Cave, Valencia, and Montañez-Cartaxo to draft justification for Bice to receive the award and send to Sue Quinn at IAIA HQ.

XIII. Adjournment

APPROVED: Murayama motioned, Montañez-Cartaxo seconded to adjourn the meeting.
5 Yes; 0 No; 0 Abstain

Meeting adjourned 12:35pm, 13 December 2019.

Minutes respectfully submitted by:

Signature: ___________________________
Name: Eddie Smyth
Title: Director-Secretary
Date: 24th March 2020