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| International System Safety Society Minutes for Executive Council Meeting |
| August 19-20, 2017 |
| Hotel Albuquerque  Albuquerque, New Mexico, USA |
|  |
| Pamela Kniess |
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# Call To Order

* Dr. Rod Simmons introduced the new President, Dr. Chuck Muniak.
* Dr. Muniak called the meeting to order at 1:30 PM
* Dr. Muniak
  + Welcome to Albuquerque
  + Meeting agenda (Appendix A)
  + We have quorum
  + Voting eligibility
    - Chapters in good standing
    - Person voting is member
    - Proxy is member
    - Officers and Directors have votes
    - OVPs and RVPs do not have votes
    - Appointed positions do not have votes
  + Review of proxies
  + Introductions were made

## Attendees

|  |  |  |  |
| --- | --- | --- | --- |
| **Position** | **Name** | **August 19** | **August 20** |
| President | Dr. Chuck Muniak | Yes | Yes |
| Executive Vice President | Russ Mitchell | Yes | Yes |
| Executive Secretary | Pamela Kniess | Yes | Yes |
| Treasurer | Clif Ericson | Yes | Yes |
| Past President | Dr. Rod Simmons | Yes | Yes |
| Chapter Services & International Outreach | Robert Fletcher | Yes | Yes |
| Conferences | Pam Wilkinson | Yes | Yes |
| Education and Prof. Development | Dr. Jeff Brewer | Yes | Yes |
| Gov& Intersociety | Paul Sorensen | No | No |
| Member Services | Linda Thomas | Yes | Yes |
| Publicity & Media | Mike McKelvey | Yes | Yes |
| Bay Area | Graham Murray | No | No |
| Canada | Maury Hill | No | No |
| Central California | Miguel Trujillo | No | No |
| Georgia |  | No | No |
| Houston | open |  |  |
| New Mexico | Stacey Durham | Yes | Yes |
| North Texas | Tom Haeussler | No | No |
| Northeast | Pam Alte | Yes | Yes |
| Saguaro | Adam Hughe | No | No |
| Sierra High Desert | Jerry Banister | Yes | Yes |
| Singapore | Ten Lin Mei | No | No |
| Southern California | Francis McDougall | No | No |
| Tennessee Valley | Dave West for Melissa Waters | Proxy | Proxy |
| Virtual | Lee Flint | Yes | Yes |
| Washington DC | E Paul Denk | Yes | Yes |
| Founder | Roger Lockwood | No | No |
| JSS Publisher | Dave Davis | No | No |
| JSS Technical Editor | Dr. Chuck Muniak | Yes | Yes |
| Headquarters Office Manager | Cathy Carter | No | No |
| OVP Awards | Open Position |  |  |
| OVP History | Rex Gordon | Yes | Yes |
| OVP Prof. Development | Open Position |  |  |
| OVP Prof. Development Materials | Daniel Strub | No | No |
| OVP for Engineering Education | Charles Hoes | Yes | Yes |
| RVP for Asia/Pacific | Eng Ling Onn (Singapore) | Yes | Yes |
| RVP for Europe | Gabriele Schedl (Austria) | No | No |

Other Attendees included:

* Alan Southwick
* Scott Smith

## Establish Quorum

ES Note: According to Section 5.1 of the operations manual, “An official quorum is a combination of five Officers or Directors including the President or Executive Vice President. The President, or in his or her absence the Executive Vice President, shall preside at EC meetings.”

August 19, 2017. Quorum established.

## Chapters not Eligible to Vote

* Bay Area
* Canada
* Southern California
* Georgia
* Saguaro, although it was noted that they did provide an annual report.

## Establish Proxies

Dr. Chuck Muniak clarified the voting members as Executive Council and Chapter Presidents

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **EC Member** | **Position** | **Proxy** | **Dates** | **Proxy Form Filed** |
| Melissa Waters | Tennessee Valley Chapter President | Dave West | August 19-20 | Yes |

# Officer Reports

## President's Report

* Dr. Chuck Muniak
* Take a look at the agenda. We are changing things this year. In the past, we have had a lot of motions and that is a bottom up approach. We are going to do a top level top down discussion. We won’t be doing motions at this meeting as we have an on-line voting tool for that. If something comes up that requires a vote now, we will certainly address it.
* Paradigm shifts are needed to addresses issues of importance. The world is changing fast.
* Some examples, brick and motor stores (i.e. showrooms for Amazon)
* The ISSS must make successful adjustments. We are losing members. Changes must be done carefully to avoid altering valid approaches by understanding why something is done.
* We will employ a strategic approach that will help focuses our efforts. We need to do a strategic approach now. We need to increase membership as a near-term goal. These are the key objectives for the next few years.
* There are many good ideas for change. We need prioritization for change. We need to define how plans affect membership or financial stability. Time is of the essence.
* We need to carefully manage our human resources.
* Some paradigm shifts are already in process like having monthly EC meetings. We use the join me tool.
* Another for the immediate future is that the EC will assume management of the conference. We need to get this running more smoothly.
* The journal needs indexed. We need a standing committee to look at our papers. This will also help the conference. Chuck is trying to use Society members to help accomplish strengthening the JSS editorial board.
* We need more alliances with universities like ASU and possibly industry funded projects.
* Chuck is hoping that during this weekend we can come up with some refinement of these issues.

## Executive Vice President's Report

* Russ Mitchell
* Russ has two sets of objectives. Strategic and Operational
* Strategic Objectives include:

Complete MOAs with other organizations.

* + - SAE International
      * We have had an informal relationship with G-48 Committee, but there is nothing in writing. Will work with Dave West to form a strategic alliance.
      * ASU – working with ASU on their safety initiative.
      * PMI – Get society involved in ways to work with Project Managers.
      * Others
    - Strategic alliances are developed to ensure we are incorporated into a wider view and that the work that we do has character.
  + Develop better engagement with corporate members & potential corporate members around industry influence rather than volume membership discount modality – It is a different focus than individual membership value.
  + Support transition to a different conference approach.
    - * Support identification of OVPs needed and work more effectively with OVPs.
      * Support the redistribution of assignments needed to make the conference work.
      * Support the identification of target universities that can align with our long term strategy across the country.
  + Support the ongoing ASU Global Center For Safety Initiative. We are working with ASU and finding some opportunities with the conference. The universities typically manage their conference space differently than 3 and 4 star hotels do. We may be able to leverage some of our relationships with universities and academia to create a better fiscal relationship for our conferences.
  + Support monetizing and targeting advertising, corporate member attraction, properly aligning sponsors and exhibitors around delivering on their objectives for engaging with us. We need to find out what drives these companies and find out how we can be a catalyst for the changes they want.
  + Support changes to Chapter interfaces, Fiscal reporting, Progress metrics, & Paradigm shifts to producing as a team rather than reviewing as a team. We are talking about ways the chapter interface works so that it can be timelier and they can have more visibility during the year – to constantly being engaged.
  + Wrap up strategic objectives into a strategic plan with actionable tasking owned by the EC team.
  + Operational objectives:
* We need to run as a business. We are a business – a non-profit business.
* Enhance meeting performance and attendance.
  + Improve our internal communications and enhance our alignment with the outside world and really target the win-win incentives.
  + Looking at a number of different team tools and infrastructure enhancements. The virtual chapter is always bringing in new ideas.-
  + Bring better performance tools to HQ. We need a membership database that that is easy to use. At the time we started using Access, it was a good tool, but that was 15 years ago.

## 2.3 Immediate Past President's Report

* Dr. Rod Simmons
* Rod noted that the Past President is probably the best position to have. You get to see the ripple effects of things that you did and you get to see what is coming behind you.
* Rod will continue to support the President with advice.
* He is excited about our involvement in engineering education and will continue to support the ISSS initiative with ASU by providing curricular materials and insights derived from decades as an engineering educator.
* Excited about bringing the conference under the EC and he will assist the Director of Conferences in bringing more of our conference planning/execution into the EC

## 2.4 Executive Secretary's Report

* Pam Kniess
  + - Publish minutes for all EC meetings. We will now be having monthly meetings.
* Maintain private Google site to store items attached to votes and other working documents.
* Manage EC votes on the Society Admin portion of our web site.
* Maintain and distribute the Key Member list as new officers are elected and positions change.
* Maintain and utilize mail chimp to handle professional email correspondence with society membership.
* Maintain an archived copy of the society membership database. (from Cathy)
* Update Executive Secretary handbook as policies, procedures and operations change.
* Update Operating Manual when changes are required.

**2.5 Treasurer**

* + Clif Ericson
* Clif has held many positions in the society – Past President, Past Vice President, and Past Editor of the Journal
* Monitored the ISSS financial operation, keep track of expenses with Cathy Carter.
* Approve expenditures as needed
* Ensure proper bookkeeping is maintained
* Income-Expense Summary
* Projected $122,030 income and it came in at about $123,973
* Expenses were estimated at $159,336 and came in around $156,604
* We had a loss of about $32,630 this year.
* For next year, we projected $113,440 income and $158,129 expenses.
* Our expenses are fairly constant. We have headquarters expenses which are paying Cathy, the Journal, and the expense of sending all of the officers to the conference.
* Our income comes from membership dues and the conference. We need to increase our income.
* Five years ago we were at 1200 members and now we are down to 400 members. Four hundred is not enough to sustain our operations.
* We have $43,808 in the bank and we two CDs – one is worth $54,218 and the other is worth $86,748
* Out of the $43,808 that we have in the bank, $6,913 of it is the Virtual Chapter’s money.
* George Peters made a contribution for the JSS. We started a George Peters scholarship fund for students. We need to get the word out about this.
* Chapter funds were discussed.
* Alan Southwick asked what the breakout is of the 3 regular expenditures is. Alan belongs to several other societies and one of them does a pdf of one of their newsletters. Clif explained that roughly 40% of the expenditures are headquarters, the journal is 35 – 40% and sending people to the conferences is roughly 10%. Alan suggested that we do a pdf copy of the journal. Clif noted that the journal still has to be laid out and that is the majority of the cost – about 80%. Dr. Chuck Muniak said that if did the pdf version, it would be easy for one person to send it to many.
* Clif said that several universities buys our journals to put in their libraries.
* Jerry Banister asked how many members do we need to get us back in good shape and Clif responded about 1000 would make us financially solvent.
* Clif did some calculations and if we continue the way we are, we will be bankrupt in about 3 years.

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|  | FY 16-17 Budget | FY 16-17 Actual | FY 17-18 Budget |
| Income | $ 122,030.00 | $ 123,973.17 | $ 113,440.00 |
| Expense | $ 159,336.00 | $ 156,603.82 | $ 158,129.00 |
| Ending Balance | $ (37,306.00) | ($ 32,630.65) | $ (44,689.00) |
|  |  |  |  |
|  | 15-15 Actual | 16-17 Actual |  |
| Bank Balance | $ 76,334.44 | $ 43,808.57 |  |
| CD1 | $ 53,194.10 | $ 54,218.03 |  |
| CD2 | $ 85,110.57 | $ 86,748.86 |  |
| CD interest | $ 2,185.18 | $ 2,187.07 |  |

# Director Reports

## Director of Education and Professional Development

* Dr. Jeff Brewer
  + The mentoring program that Jeff spent a lot of time promoting the first year has had limited participation. There are currently 2 mentoring relationships. Jeff is not sure what is driving that. Many people work in organizations.
  + Dr. Chuck Muniak is reviewing the draft of the safety handbook.
  + We have one approved senior upgrade, Susan Cantrell. Three senior upgrades are in process.
  + Jeff extended his personal thank you to Linda Thomas for her work on the Awards program this year. Linda announced awards, carefully reviewed candidates and recruited judges to make selections;
* Engineer of the Year: Chris Trumble
* Manager of the Year: Lynece Pfledderer
* Educator of the Year: Bijan Elahi
* Scientific Research and Development: John Wagner
* The OVP for Awards and the OVP for Professional Development are both open positions.
* Charlie Hoes, OVP for Engineering Education is continuing efforts with Arizona State University – along with EVP Russ Mitchell.
* Goals
* Continue support for integrating system safety info into engineering education programs.
* Continue to nurture participation in the mentoring program. We need people to volunteer to be a mentor. We have several mentors, but we could use more.
* Continue efforts to streamline the upgrade process.
* Strive to enhance the awards nomination activity.
* Continue work on the System Safety Handbook Body of knowledge.
* Fill vacant OVP positions.

## Chapter Services and International Outreach

* Robert Fletcher
  + Robert called and emailed all ISSS Chapter Presidents to encourage them to prepare end SY materials – Chapter Annual Report with description of activities and financial bank statements and all receipts.
  + Encouraged revitalization of the New Mexico Chapter.
  + Saguaro Chapter revitalization is underway. Adam Hughes is the current President and they submitted an Annual Report.
  + Completed paperwork for person in Nigeria who wants to start an ISSS chapter.
  + Assisted in closure of the Twin Cities Chapter and transfer of funds in chapter account to head office account.
  + Completed Chapter of the Year evaluation and had plaque engraved.
  + Prepared workshop on “Leading a Successful ISSS Chapter” for the 35th ISSC.
  + Strong chapters include New Mexico, North East, Sierra High Desert, Singapore, Tennessee Valley, Virtual and Washington DC.
* Chapters that are not strong include the Bay Area, Canada, Central California, Georgia, Houston, North Texas and Southern California.
* Goals include:
  + - Prepare training session for ISSS 36 on “Leading a successful Chapter” – include info on “Starting, Revitalizing and Growing chapters”.
    - Ensure all chapters send Annual Report for Chapter of the Year evaluation.
    - International Outreach – increase international attendance at conferences.

## Publicity and Media

* Mike McKelvey
* Mike noted that the accomplishments are consistent with what you have seen in the past. Mike wants to increase our social media exposure.
* Way forward includes:
  + Develop a list of responsibilities.
  + Mike wants to ensure Publicity and Media part of a Society level 2017-2018 plan. Need to ensure that his plans support the strategic direction of the society.
  + Derive roles/tasks from responsibilities.
  + Ensure coverage is adequate for OVPs needed. Mike needs at least 2 more OVPs.
  + Improve efficiency of conducting tasks (Join Me, Conference, Website, LinkedIn, Twitter, Facebook, and JSS) Lindsey Eirich opened a new Facebook Page.
  + Pam Alte asked if we have a consistent way to assign passwords, login ins that could be used for each new officer.
  + Continue to develop operating manual.
  + Be the outward face of ISSS
  + Manage media and user expectations

## Member Services

* Linda Thomas
  + Linda noted that the accomplishments are Melissa’s’ from last year:
* Notified chapters of expiring memberships.
* Created separate student and professional application forms.
* Submitted updates to Operations Manual.
* Sent rosters to chapter Presidents for member verification. Members need to provide correct email addresses.
* Completed transition process.
* Applications processed this year:
  + Received/approved 34 applications
    - 3 new students
    - 0 student reapply
    - 1 upgrade to senior
    - 418 total members
    - 40 new applications received during the conference sign up this year.
* You can see how we line up with last year.

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| **Category** | **2017** | **2016** |
| Member | 326 | 323 |
| Fellow members | 21 | 16 |
| Senior members | 45 | 43 |
| Emeritus Member | 19 | 19 |
| Emeritus Fellow | 0 | 2 |
| Honorary Members | 4 | 4 |
| Student Members | 5 | 0 |
| **Total** | **418** | **409** |

* Linda wants to target potential student members that can become members.
  + Goals for 2017-2018
    - Promote value proposition to grow membership.
      * Rebuild student membership by planned outreach to colleges.
      * Grow professional membership –revise upgrade application to support upward mobility.
      * Grow Corporate membership with participation and resources. Build relationships with these companies and show them value.
    - Linda would like to recognize senior upgrades at the conference. They would need to be approved at least by the weekend before the conference to be recognized at the conference.
    - Alan Southwick stated that we should be contacting engineering schools that we were graduated from to attract new members. Charlie Hoes responded that we are going to inject system safety into every engineering class. The partnership that we are developing with ASU is to ensure System Safety becomes a part of engineering. First, we are doing it with ASU, then other schools will follow so that safety becomes part of all engineering curriculum.

## Government and Intersociety

* Paul Sorensen provided the following information, but was unable to attend the meeting. Responsibilities and Plans include:
  + Develop guidance on Society interface and reporting requirements for committee representatives.
    - Intent is to consider any existing documented guidance, and develop/communicate further if needed.
    - Request EC support in identifying any existing guidance.
    - Need to establish a centralized and convenient means for capturing Society participation.
    - May warrant consideration and establishment of Members-Only (/logon) pages within the ISSS website.
  + Identify appropriate Society liaison opportunities:
    - ANSI, IEEE, SAE, etc. and others to be considered.
    - Will require a means to communicate this to membership.
  + Monitor and respond to appropriate government issues, standards development, etc.
    - I have immediate awareness of ANSI Z136 and SAE standards development.
    - I intend to identify other opportunities, and will determine an appropriate means of communication to the EC and membership.
  + Issue position statements and raise awareness of system safety in appropriate arenas.
  + Nominate Society candidates to serve on appropriate federal committees and inter-society committees.
    - First step is to identify the population of possible committees.
    - Request identification of existing committees.
  + Maintain coordination with U.S. National Research Council and National Academy of Engineering.
    - Request any existing ISSS contacts with these organizations.
  + Coordinate with professional societies: NSPE, AAES, SAE, etc.
    - Coordinated with SAE over August 15-17, 2017 to identify active SAE committees open to new members.
    - Request ISSS identification of other coordination to date.
  + Develop a peer review process
    - Intent is to consider any existing peer review process and develop further as needed.
  + Themes
    - Credibility is key – both to the Society and to membership
      * Demonstrated credibility is by far more meaningful than assertions
    - I believe it will be beneficial to membership, and to the Society, to more visibly promote and facilitate professional certification such as via BCSP
    - Members-only website login capability would support this Director s ability to effectively implement the responsibilities and goals of the office
* Challenges
  + Lack of continuity, and lack of insight into any previous work
  + Various other ISSS EC members seem to have active contact with other organizations
  + Prefer to avoid duplication of other ISSS-established contacts
  + Request identification other ISSS Government and Inter-Society contacts
* Closing:
  + I am prepared to serve the responsibilities of office from scratch.
  + However I expect that there is some available groundwork to build upon.
  + I intend to work through the challenges, and to support the Society and membership.
  + I recognize that members-only website resources may be a longer-lead item, but I request serious consideration of this as an effective means for Society, Government organization, Inter-Society organization and ISSS membership engagement.
  + I look forward to serving the Society and membership.

## Director of Conference

* Pam Wilkinson Way Forward
  + We need to develop new paths for conferences.
  + Lack of interest in running a conference/burns out people and chapters.
  + Tougher to make a profit.
  + Root cause is that each conference team has to start from scratch each year, there is little continuity between years and there is friction between conference teams and the EC.
  + Pam’s path forward is for the EC to plan and manage the conference.
  + Where it happens - We are looking at other venues options, specifically, Universities to align with the ASU effort.
  + Even if we can’t do it at the university, maybe we can include some classes at the university.
  + How can we minimize cost and maximize return?
    - Align better with EC goals.
    - Recruits sponsors year around.
  + Russ Mitchell stated that when you have a separate organization to handle a project and you do not have transparency, and do not communicate on a regular basis and provide steering, intent is sometimes lost. This can happen in any organization. The closer that we keep the large decisions, the easier it is for us to make adjustments and communicate throughout the organization and be more adaptable.
  + Russ explained that the intent is to have all of the functionality that is covered in conferences to be addressed by at least two EC members – OVPs, Directors, and Officers and have project teams. Chapters associated with the locale will focus on locale specific items instead of all of the responsibility so that they can do what they know about and the conference can be handled while we can maintain continuity about the things the conference has to deliver over and over.
  + Pam noted that as we move forward, we need to gather data. Last year we used an APP, it was a huge change. This year we will be using the APP to collect polls on attendee priorities, company priorities, sponsor priorities and presenter priorities.
  + Having the EC manage the conference is a more efficient structure and we can take advantage of teaming opportunities and hopefully expand industry focus.
  + Stacey Durham wanted to know where the decisions would be made. Russ Mitchell answered that there shouldn’t be any changes to what we vote on. We will be doing monthly meetings. All of the Chapter Presidents are part of the EC and have a vote. Alan Southwick noted that we have valuable assets that have done conferences that form a standardized process.
  + Charlie Hoes said the more important part is following the strategic plan to promote the society.
  + Russ Mitchell stated that it’s not just conference oversight, but engagement and oversight and carrying forward the characteristics that we want to reflect.
  + Linda Thomas said that the Society of Engineers have transitioned certain of their conferences to their staff.
  + Alan Southwick said we need system steps and the requirements for carrying out those requirements. It is a system solution.
  + Russ Mitchell stated that you have to understand what the user community is and that comes back to surveying what is it that we are really supposed to focus on.

4. 501(C) 6 Issue

* Russ Mitchell addressed the 501(C)6 issue. Most people are familiar with the 501(C)3 organizations that are charitable. We are more of an industry advocate. We are like a Board of Realtors. The reason that is important is as we think about the things that we do, we have to ask the question, is our vision fitting with our structure. There are two pieces to that. If our structure isn’t right, we are not going to be able to accomplish what we want. And two, if our structure and activities don’t match what the IRS is talking about, then we could lose our non-profit status.
* Not for profit status allows us to not pay taxes and it allows us to accept donations. What we are focused on is making sure we can have successful system safety throughout the industries that we help. You won’t see a lot of member benefits. We need to focus on what we do for members that is important.
* Characteristics of a IRC 501(C)6:
  + Must be an association of persons having a common business interest.
  + Must be a membership organization and have a meaningful extent of membership support.
  + Must not be organized for profit.
  + None of net earnings may benefit any shareholder or individual. - When we move funds to chapters as in profit sharing, we need to be aware that we open ourselves up to risk as we cannot control what those funds are used for. We have to be careful when we move large funds around, what our controls are because this could lose us our tax exempt.
  + Activities must be directed to the improvement of business conditions. - Our focus has to be making the world a safer place.
  + Primary activity is not for individual persons.
  + Its purpose must not be to engage in regular business of a kind ordinarily carried on for profit. We can offer training at our conference, but it has to be significantly different than you can go out and get from a company whose business is to train on system safety. We need to look very careful on how we move forward in our training tracks and how we engage them. It may be that we open a professional training track and give these companies a space to provide their training. We need to be fostering that type of activity so the industries will support it.
  + We can open a foundation as a lot of other societies do that can take donations.
  + Pam Alte stated that the North East chapter pays for the speaker. Russ Mitchell stated that if we give someone a special award for doing something special, this is not associated with membership, it’s not a public offering. In any case, we don’t ever give back more than they put in.

5. Operating Manual Disconnects Discussion

* Rex Gordon
  + Dr. Chuck Muniak asked Rex and a team to look at some of the inconsistencies in the Operating Manual.
  + Rex found several disconnects in the Operating Manual and how we operate.
  + One of the problems that Rex looked at was how to increase our membership. The society needs to have something that is worthwhile to join. How do we get people to join? The new application form does not have anything about sponsoring a new member. Rex suggested that a 10% discount in membership dues be given to sponsor a new member.
* There was some discussion on this as a company could decide to support the society and one person could benefit from that.
* A person would have to be a non-member for a year to qualify as a new member.
* The maximum a person could benefit is a full membership or attracting 10 members.
* Russ Mitchell said he will depend on Linda Thomas to keep track of the discounts.
* The next motion was strategic planning. There is a strategic plan. It’s in the web page, but it’s more of an expanded mission statement. It should be a planning process. Rex stated that the EVP should be thinking about operative methods of reaching our goal.
* The third area was the interface between the executive council and the chapters. Rex stated that there is quite a lengthy process to sign up with the bank as a non-profit status. We have a lot of oversight on what we have for our treasurer. However, we only ask the chapters for a yearly report. The OM requires the society treasurer to have a monthly report.
  + Clif Ericson gave an example of the Twin Cities chapter that did not do reporting for 2 years. All of the members let their membership lapse and no one could access the bank account associated with the chapter.
  + It was discussed that the chapters have 3 years before their charter is revoked.
  + The society needs oversight of chapter funds. Rex suggested that the society treasurer be a co-signer on the chapter bank accounts as they are held responsible for the funds.
  + Stacey Durham stated that when the New Mexico chapter set up their bank account, the bank required they show that their officers were elected. They were also notified that because of the society tax number, that the Executive Council could take the money back under their tax number and it didn’t require a signature. Clif Ericson noted that this is not the case in other chapter bank accounts.
  + These motions will be posted on the society website for a 2 week discussion and 2 week voting period. Chapter Presidents are part of the EC and have a vote, but the treasurers of each chapter are not included on the vote. Treasurers can be added as observers.
  + There could be a treasurer’s meeting between the society treasurer and chapter treasurers to discuss this issue.
  + Lee Flint noted that the chapters are not independent organizations; they are part of the International System Safety Society. They do not own the funds, the society owns the funds and it makes perfect sense for them to be involved in the funds. It’s a straight-forward simple process.
  + Alan Southwick suggested we get a CPA or tax lawyer to look at this.
* Proposed recommended changes to the Operations Manual are listed in Appendix C.
* Chuck Muniak made a motion to adjourn for the day, Russ Mitchell seconded, all agreed.

6. **Detailed Budget discussion**

* Dr. Chuck Muniak noted that there are some issues that exist and we are trying to create some solutions. The first item is the budget discussion.
* Clif Ericson introduced the budget details. Clif noted that last year we had a loss of $32K and this year we are projecting about $44K loss. Clif is trying to be conservative.
  + Our income comes from several sources – books sold, archive CDs, member dues, and conferences.
  + Our income includes a large donation by George Peters.
  + Under the Director of Conferences line, we got $14k back from RAMS and $5k from payback of seed money for the conference. We give RAMS $5k and they returned that and the $14k.
  + The Director of Member Services is where we get our income from member dues. Last year it was $44,547. Clif assumes about the same income for this year. Russ Mitchell noted that budgets are just estimates. Our income is limited to conference profit and membership dues.
  + Director of Publicity and Media had an income of $900 for Journal ads and $419.95 from sale of proceedings. We had an income of $2500 for selling journals to libraries.
  + Under Presidential Income we had an income of $302.11 from Job Target. Clif noted that the Job target income decreased and he is not sure why. Russ Mitchell answered that the amount of money we receive from Job Target is directly related to how many clicks are done on our website. Clif asked if we could put something in the journal for Job Target.
  + Director of Education had an income of $200 from System Safety Handbook sales.
  + We have three primary expenses - one is our admin, Cathy’s salary, vacation pay, and taxes. We spent $69.000 on that, so Clif budgeted $70,000 for next year. It was discussed that 941 taxes seem high. Clif will look at this. Stacey Durham asked about Buyout. Clif said this if vacation that we owe Cathy. Russ Mitchell said there was a motion several years ago to pay that back in increments but he doesn’t remember exactly how much it was. Chuck answered that we are going to look into how much it is.
  + Office operations expenses include office supplies, fax, and mileage reimbursement. Expenses were $6900. We projected $5000. Cathy’s mileage was cut in half by Chuck for next year.
  + Under the Presidents category, we spent $19,238.51. $12,723 of this is for EC travel and hotel nights, $5,220.17 was for the EC dinner and break food and lunch at the EC meeting. Other travel was $1295. Stacey Durham asked why the EC dinner was over budget. Food for the EC at the EC meeting came out of this line. The total budget line is not over budget. Clif projected $21,700 for next year.
  + Director of Education and Professional Development expense was $200 for awards. Clif budgeted $400 for next year.
  + Director of Publications and Media, we spent $900 on web maintenance, Internet costs were $959. JSS cost for publishing was $36,657, and JSS postage totaled $3094.
  + Under Equipment Maintenance, a new computer had to be purchased for the Office Manager. The computer and software cost $1133 and $357 for maintenance support. Next year’s budget is only $500 for Equipment Maintenance.
  + Someone noted that the conference needs computers and suggested that it come out of the society’s budget. There was some discussion. Russ Mitchell stated that the reason the computers are under the conference budget is because that’s all they are used for. The reason the computers are assigned to the EC is because the conference team retires and there is no continuity between conference team to conference team.
  + Society operations – we pay a CPA tax accountant - $1549 last year, insurance totaling $4530, credit card fees were $1649, a member fee of $150 bounced and Logmen for $599. Total for operations was $8478 and $8500 is budgeted for next year.
  + The Director of Member Services spent no money.
  + The Director of Conference expenses include RAMS sponsorship $4390 and $5000 seed money for the society conference. We sent a representative to the RAMS conference. Gary Braman is going to drop off as the RAMS Board representative. Bob Schmedake will be our west coast representative and Dave West may be our East Coast representative.
  + Director of Chapter Services did not spend any money this fiscal year. Next year is projected $2500 to pay for chapter reimbursements.
* Charlie Hoes surfaced the point that he doesn’t think reimbursing EC members to come to the conference is allowable under the 501(C) 6. There was a discussion on what was considered allowable under 501(C) 6. Russ Mitchell stated that this is an issue of getting back more from the society than you put in. Since we are not keeping track of how much time we put into the society, it is difficult to determine.
* **New Action Item 8-2017-1** to discuss the proper utilization of funds for the 501(C) 6. Russ Mitchell, Charlie Hoes and Dr. Rod Simmons and report back to next monthly EC meeting on Join Me.
* **RAMS rep** Dr. Rod Simmons stated that RAMS wants us to put more in than seed money. If we don’t, we may not get profit sharing that we have been receiving. Dr. Chuck Muniak didn’t know that we needed two reps for RAMS. Russ Mitchell said that we have been less than accommodating to RAMS and really there is a responsibility beyond seed money and that is guiding RAMS.
* **New Action Item 8-2017-2** Dr. Chuck Muniak will look into RAMS requirements and report back.
* **New Action Items 8-2017-3** Dr.Chuck Muniak needs to install Bob Schmedake as a RAMS representative.
* Stacey Durham questioned the spending over budget of money on President’s line and not having a vote while we are in a financial crisis. Clif Ericson will look at details.
* Clif noted that of the money in the Society bank account, $6913 of it belongs to the Virtual Chapter. $1000 is in the scholarship fund and we can’t touch that either. Robert Fletcher asked a question about the $20K that we recovered from a chapter. Clif said that $20k cannot be shown as income as we are supposed to hold it for three years. This topic will be held until Rex discusses the motions later. Russ Mitchell stated that it was actually recovered after the end of the fiscal year, so however we show it, it will be on next year’s income reporting. Russ said that we earned it several years ago so it is not technically income; it was just held in a different account. Russ explained that it was under the Chapter account for them to use in accordance with our by-laws. Robert wanted to know what portion of the money went back to the chapter if they revitalize. Rex Gordon will discuss this later in his Operations Manual proposed changes. Rex stated that the money that goes to chapters will be based on need and will need to be requested.
* Dr. Chuck Muniak noted that the Intersociety travel is 0 and Chuck said that we need to support the Intersociety forum. Dr. Rod Simmons explained that $1500 is probably reasonable for the Intersociety forum travel.
* **New Action Item 8-2017-4** for Clif Ericson to provide a summary of credit card charges and report at next EC meeting.
* Mike McKelvey said that it seems like there will be a lot of changes and we will need part of our monthly meeting to understand these changes. We need to have an accounting of the changes that occur.

7**. Strategic Planning**

* Russ Mitchell noted that we are the strategic direction of the society. In order to define the strategic direction, you have to have data. We need to gather the right information and have a clear strategic perspective. One of the steps to strategic planning is going to be what do we want to change, what do we know about it and do we know enough? One of the things that we need to define is what are we good at. We need a clear vision of our strengths and weaknesses. As we get into solutions, each decision can be made effectively and if we run into problems, we adjust. As we get into solutions, we will find that each decision needs to be made consecutively. We want to do the things that make a difference. Conference makes us X amount of dollars. We want to leverage and we have to measure honestly. We need to adjust if things that are not working. For years, we gave free memberships for conferences and our membership would go up and then it would go down. We don’t have a mechanism to educate, so new members leave. We need to be holistic in our understanding. We can continue to good approaches. We want systems that work as a default. Gather the facts, gather some analysis, review the results, and define strategies and act and review. We are going to get the read ahead material out earlier. Alan Southwick noted that one of the gathering facts action is to get feedback from the customer. Mike McKelvey stated that we will be getting feedback from attendees and sponsor/exhibitors. Mike will provide feedback at EC meetings in the future. We need to understand the trends. Russ said we need to define where to focus our energies next. Most CEOs spend about 30% of their time on strategic planning.
* Russ wants to discuss chapter interfaces. Values/discussions need to be less burdensome, more frequent and more helpful. The EC needs feedback for insights from the read ahead material.

8**. OM changes**

* Rex Gordon was the lead on an Ad hoc committee to look at changes for chapter interface. He gave an overview on the changes that the OM needs to be consistent. These changes are listed at Appendix C. Rex said we need to deal with the chapters that aren’t here also. These changes will help those chapters also.
* Rex addressed voting privileges for chapters. The current OM does not clearly define which chapters have met requirements to exercise EC voting privileges.
* Rex then addressed classifications of chapters. Rex stated that the term “in good standing” is a more definitive term than active or inactive.
* Chapter reimbursement policyand practices are inconsistent**.** Rex stressed that chapters should request chapter grants if they have a need for funding. Who makes the decision to give a chapter grant money or not. Rex said the Director or Chapter Services. Russ Mitchell explained that we will put in a budget line for Chapter Grants. Clif Ericson said if the chapter has funds, they would use their funds. Grants are for chapters that do not have funds. Pam Alte asked a question about requesting money for each speaker for the Northeast chapter as they only have about $2,000 and will run out of money quicker than other chapters. Rex suggested they estimate what they would need for a year and present that after they run out of their chapter funds. Could they request $5,000? Rex said it depends on what you can justify and it will be considered. The committee reviews the request and the President approves it. There should be some kind of limitation.
* Under Rex’s proposed changes to the Operations Manual, a per member reimbursement could be authorized by the EC, but only if the Society was operating in a positive budget. Jerry Banister stated that he thinks giving up the $5 reimbursement should be up to the chapter to give back to the Society.
* Rex proposed that the chapters be required to provide a monthly report like the Society Treasurer. Stacey Durham inquired as to the timing of the report that may not coincide with when the monthly bank statement comes. Rex stated that you could work that out with the Treasurer. Clif Ericson clarified that the monthly financial reporting is not to determine active or not active status; it is to minimize the amount of year end work.
* Clif Ericson noted that at the end of the year, he was getting all of the reports, all of the chapter bank statements and all of the receipts. It takes some time to go through all of that. If the chapter misses something, then they have to go back and try and find it. Maybe it would be better to report monthly. There was concern that this would be more work for chapters. Russ Mitchell stated that when the chapter treasurer gets a monthly statement, they forward it to the society treasurer. If money is spent, use your phone, take a picture of the receipt and send it to the treasurer.
* Paul Denk wanted to know why we are going from annual to monthly reporting. Pam Alte said that the Northeast chapter is already doing this and it’s easier. Russ clarified that we are discussing monthly because that’s how often bank statements come. Really it is “as accrued.” When you get a receipt, take a picture, send it to the treasurer. Alan Southwick stated that it seems easier to send receipts with the monthly statements.
* Lee Flint asked how many active chapters we have. Lee stated that it seems that a small percentage of chapter members attend the chapter meetings.
* Linda Thomas made the point that when we were discussing the 501(C) 6 issue, the first thing that came to her mind was communicating it to the chapters. If the society does not have visibility of what is being done at the chapter level, we need to communicate this. Maybe next year we should do a brief on 501(C) 6 and IRS implications.

9. **Strategic Opportunities**.

* Russ Mitchell discussed Strategic Opportunities. One of the places that we wanted to look at because of the immediacy of it is revenue. We want to do breakout sessions. We need to talk about ways to enhance our revenue stream. Discussion topics include our current profit streams –Individual membership, corporate membership, conference attendance, conference sponsorship and conference exhibition space Other profit centers would include advertising, branding/trademark use, and consortiums. Pam Alte made the comment that when we are brainstorming that we should not make any judgments.
* Alan Southwick stated that we could do some seminars. We have to look at the 501(C) issues.
* Russ Mitchell asked what the first step is. We need to gather data.
* Pam Alte recommended that we have a member’s only section of the website.
* Alan Southwick said that we should put join me presentations and webinars on the website. We have at least 5 chapters that are collecting power point presentations. Mike McKelvey said that those presentations could be used as chapter meetings using join.me.
* Alan Southwick discussed promoting system safety through STEM in Science, Technology, Engineering, and Mathematics by giving awards. Russ Mitchell elaborated that we can create a long term demand. Alan suggested another avenue is webinars.
* Russ Mitchell stated that all of these ideas will need to be moderated and controlled.
* Charlie Hoes said at the last conference that we had, he talked to heads of industry and asked them why they weren’t sending more people to the conference. The answer was that we needed more training because the companies have training budgets.
* Linda Thomas mentioned that when we are talking about CEUs, we might want to not limit training to just the conference, that people may be able to take virtual training and pay for it.
* Mike McKelvey said that he went on the website to Job Target and there is a senior level job listed, but what they want is a CSP. He struggles with Continuing Education Units being valuable except to show that you are continuing your education. If we could make those CEUs be part of a CSP program and you can take those CEUs and roll them into a CSP. Dr. Chuck Muniak clarified that is for Research.
* Dave West mentioned that he checked and found that BCSP is a 501(C) 6 organization, but they set up a BCSP foundation under it that is a 501(C) 3. The mission of the foundation is to advance Safety, Health, and Environmental professionalism and public awareness through funding outreach initiatives, professionalism support, and from time to time, based on Board approval, contributions to other educational/charitable purposes.
* Dr. Rod Simmons looked at a few websites. The American Society for Mechanical Engineers (ASME) is a 501(C) 3 organization. American Industrial Hygiene Association (AIHA) is a 501(C) 6 and their foundation is 501(C) 3. Institute of Electrical and Electronics Engineers (IEEE) is 501(C) 3. American Society of Safety Engineers (ASSE) is 501(C) 3. The American Society for Precision Engineers (ASPE) is 501(C) 6.
* Pam Wilkinson stated that we will sell shirts and maybe glasses for the next conference. It was discussed that we are a non-profit organization and this is advertising.
* Mike McKelvey said that they had a really good discussion on how to work with grants. Why because it brings in money. Why is RAMS the only society that we are partnering with. Are there other societies that we can partner with in that same manner?
* Russ Mitchell noted that we have provided space for G-48
* Linda Thomas said she has been involved some partnerships and you can do a Memorandum of Understanding of what the expectations are. If you keep the agreements at the EC level in both organizations, it would be beneficial.
* Pam Alte said that we need to get more defense industry.
* Pam Wilkinson noted that a German industry is coming in and teaching system safety in Las Vegas - ISO 26262. ISO 26262 was written by NASA engineers.
* Jerry Banister spoke up and promoted special events as a means to boost membership.
* Russ Mitchell noted that as we move into our breakout groups think about where would we get information, what information is important, and then refine the problem. The first step in the Strategic Planning process is to gather facts about each of the areas. As we gather facts, we can refine the problem based on the information we have gathered. Then we turn it into a statement, this is what we found, this is what it means, and this is our recommendation. We are focusing on revenue streams in these breakout sessions.
* Dr. Chuck Muniak heard that there had been a problem and that was why DOD was not attending the conference. Chuck asked for an explanation. Stacey Durham explained that in Las Vegas, DOD was promised to be able to get their tracks. At the last minute, the things that were promised them were pulled. Members the Safety Review Board. Chuck asked specifically who and Stacey replied Mike Demmick. Stacey stated that it was a personal attack and he wanted a personal apology. Dave West said he works with Mike Demmick and Mike was considering coming to this year’s conference but an Unmanned System Conference was scheduled at the same time.

**New Action Item 8-2017-5** Dr. Chuck Muniak set an action item to investigate any issues with the society. Russ Mitchell will contact Mike Demmick and Mary Ellen Caro. And provide information at the next EC meeting.

* There was a breakout session. The group split into two groups and discussed brain storming ideas for revenue streams.

10. **Next Year’s Conference**

* Pam Wilkinson briefed next year’s conference plans. Pam is looking in the Tempe, Arizona area to coincide with what we are doing with ASU. The conference committees are usually smaller than the EC and therefore some of the things that people want do not get included.
  + There are a lot of things that we can do that are cost neutral. On the registration page, you can order a shirt and pay in advance. There is no risk to the conference.
  + They are looking at software that is project management software in the way that system safety engineers understand. That way we can give planning a lot more thought.
  + Pam started a draft conference handbook that lists the requirements that make the conference work smoothly. The Director of Conferences would act as conference chairs have in the past.
  + There are certain things that happen every year, like the setup of the EC.
  + One of the things that we can do is use iPlanit as a third party for registration and we can look at all of their services and move money around to get the best return on investment for our dollars. We can have them do some of the hotel negotiations. There will be no decision making on their part.
* Pam Alte asked what details we have determined since she is new to the EC. Do we have a location, do we have a locale. Pam explained that we have a location, it is the Tempe area. We do not have a hotel.
* Mike McKelvey asked whether there was local support from a chapter close to the conference. Is the closest chapter Saguaro? Saguaro is revitalizing at this time. Charlie Hoes said that Dr. Gibson said that we could have a staff of students to assist us.
* Russ Mitchell noted that we have had chapters host conferences before and subsequently fold due to burnout. This is not the case all the time. Stacey Durham stated the problems this year were not having information on what the expectations were for the conference this year. She has a concern that the same people that will be working the conference next year, the EC cannot communicate. Stacey said she did not know that she would owe iPlanit $30,000 at the start of the conference planning. It was noted that the contract was signed the year before and Stacey was not part of the EC at that time. Stacey Durham stated that the conference team wanted the EC to pay for Audio Visual equipment that was needed for the conference and they were told to take it out of conference funds.
* Charlie Hoes made the point that the best time to have a conference at the university may be the 3rd week in May. And the other choice is the first part of August before school starts. Arizona State University wants a conference there.
* Pam Wilkinson stated that first we need to decide this is what we are going to do. Then we need to decide whether we are going to do it with ASU.
* Stacey Durham looked at the Phoenix area. The Embassy Suites reached out to her again to see if we were still interested. It is the one that is near ASU.
* Russ Mitchell said that maybe we could at least agree that Phoenix is our target. We don’t have a date yet. We are going to be meeting on a monthly basis to discuss this and other issues. We are going to be having on-line voting much more frequently. So he would like us to be comfortable making smaller steps and not necessarily having all the answers before we ask the question.
* Dr. Rod Simmons **made the motion** that the Pam Wilkinson heads up next year’s conference in the ASU area and that the EC manage the conference. Mike McKelvey wanted to add to the motion “with the help of the Saguaro chapter”. Russ Mitchell stated that the Saguaro chapter was not at the EC meeting and we would be committing them by vote. Original motion was seconded by Mike McKelvey. Motion passed unopposed.
* Alan Southwick asked about short term turnaround for papers if we have the conference in May. Russ Mitchell stated that was already being discussed.
* Dr. Chuck Muniak said the only thing remaining on today’s agenda is to prepare charts for the General Meeting. Russ Mitchell stated that anything that we talk about ought to be focused on the things that happened this year and how that affects us going forward The things that we talk about should have a higher cadence as we are only going to have a very short time in front of members.
* Dave West asked about an out brief of the revenue discussion that we had today.
* Charlie Hoes said that Russ Mitchell and he are going to attend these meetings with some organizations and these organizations have expressed an interest to donate money to the society. Charlie said that this has been brought up three times and the question is can we provide significant support. The money has no strings and no definition. Charlie explained that the people talking about this are part of a legal firm and when a corporation they represent is found guilty, that corporation can spend money to improve safety and reduce their sentence. These corporations are not allowed to have any influence over the money. The courts observe to ensure the money is being used appropriately. Russ Mitchell said that we cannot give a taxable deduction. The organization cannot write off a donation. Charlie said they are not looking for a tax deduction.
* Pam Alte asked if we were talking about a standard. Charlie Hoes said a standard is a separate issue from this. Charlie thinks we should have a high level standard that describes the process and philosophy and the paradigms of system safety in enough detail that we can use it to compare to MIL-STD 882.
* Paul Denk made a **motion** to give Charlie Hoes the authority to enter into negotiations. Lee Flint seconded the motion. The motion carried unopposed. Russ Mitchell said the only requirement is that we will provide fiscal reporting to prove that we have used the money appropriately.

11. Closing remarks were made by Dr. Chuck Muniak. Dave West made **motion** to adjourn, Paul Denk seconded.

## Appendix A EC Agenda

**Saturday Meeting**

**8/19/2017**

|  |  |  |
| --- | --- | --- |
| Time  1:00 pm | Topic/Activity  Call to order  Introductions |  |
|  | Quorum check  Voting Eligibility  Proxy Check |  |
| 1:30 pm | Officer Reports (5 – 10 minutes each)  President  Immediate Past President  Executive VP  Executive Secretary  Treasurer |  |
| 2:15 pm | Director Reports (5 – 10 minutes each)  Education and Professional Development  Chapter Services  Publicity and Media  Member Services  Government and Inter-society Services  Conferences |  |
| 3:00 pm | 501(c)6 Review  What is a 501(c) 6?  How do they work?  What does the IRS look for?  How can we get into trouble & what do we have to be careful of? |  |
| 4:00 pm | Discussion of motions presented by Rex Gordon |  |
| 4:50 pm | **Closing Remarks**  Invitation to consider ways to improve and diversify revenues for discussion tomorrow… Paradigm shifts and Projects |  |
| 5:00 pm | **Adjourn** |  |

**Sunday Meeting**

**8/20/2017**

|  |  |  |
| --- | --- | --- |
| 8:00 am | **Quick Review of Yesterday’s Activity** |  |
|  | Highlights and reminders to set the stage for today’s discussion |  |
| 8:15 am | **Budget discussion**  Detailed discussion of last year’s performance and insights  Planning discussion of the year ahead |  |
| 8:45 am | **Introduction to Strategic Planning**  The Big Steps– Gather and use the right information, clear strategic perspective of SWOT, Planning projects that leverage, Acting impact fully, measure honestly based upon strategic objectives, and adjust fairly. Tactics -use great tools to do good work  EC participation regarding insights and considerations from read ahead, research and Q&A |  |
| 9:15am | **Chapter Interfaces – Discussion**  Values: Less burdensome, more frequent, more helpful  EC feedback regarding insights and considerations from read ahead.  Issues: fiscal risk, transparency, transitions  EC feedback regarding insights and considerations from read ahead.  Notions of Motions – discussion of motions in development or preparing for vote addressing chapter interfaces |  |
| 9:45 am | **Strategic Opportunities –Revenue Discussion**  Current Profit Centers: Individual Membership, Corporate Membership, Conference Attendance, Conference Sponsorship, Conference Exhibition space  Other Profit centers: Advertising, Branding/Trademark use, Consortiums  Discussion |  |
| 10:15 am | **Breakout sessions -** Group discussions and capture of ideas around optimizing profit center performance |  |
| 11:15am | **Break out Session progress reporting**  Each group shares some ideas they have contemplated  Discussion |  |
| 12:00 pm | **Lunch**–break out session mates encouraged to continue discussion over lunch as permitted (save your ideas) |  |
| 1:00 pm | **Further insights?**  Paradigm shifts and Projects - opportunities to improve beyond “revenue streams” process improvement, infrastructure improvement, teaming notions, reimagining our role in the world, keep thinking, keep notes, keep communicating, find the right tools…  Discussion |  |
| 1:15 pm | **Budget in light of our discussions?**  Installing the big things -strategic steps into the budget -any takeaways that should be considered?  Discussion |  |
| 2:00 pm | **Next Year’s Conference**  Details  Coordination Required  Roles and Responsibilities  Discussion |  |
| 3:00 pm | **Aligning for Corporate Support**  Is what we offer corporate members what corporate members want?  Costco sized portions of journals might not attract our target demographic… standardized training might. What can we do to provide value that is worth investing in?  Is what we offer Conference sponsors interesting? Does it conflict with our interest in corporate membership?  Is what we offer our exhibitors and are who we reach out to for exhibitors, aligned with the attendee demographic?  What goes into picking the right partners? What is the right packaging? What is our goal?  Discussion |  |
| 3:30 pm | **Aligning for Partnering across nonprofits, .org and .edu**  Who do we want to work with and why? Some Whys: greater exposure, greater control (i.e. non-compete agreements, voting rights, proportional inputs) , greater piece of the pie, less risk, less work, less hassle… shared experiences, shared growth, leveraging strengths.  Discussion |  |
| 3:45 pm | **Are we converging on a big picture?**  Round robin recap of the weekends work  Vision? Mission? Strategic nature of our teamwork?  Discussion of how what we’ve discussed can be used to formulate strategic objectives projects and grow the society in important ways. |  |
| 4:00 pm | **Working today’s insights into the Monday Presentations** |  |
| 5:00 pm | **Adjourn** |  |

## Appendix B-1 New Action Items

**Action Item 8-2017-1** for Rod, Charlie and Russ to discuss the proper utilization of funds under 501(C)6 and report at next EC meeting, to be scheduled in September 2017.

**Action Item 8-2017-2** Dr. Chuck Muniak will look into RAMS requirements in addition to seed money and report back at the next EC meeting.

**Action Item 8-2017-3** Dr.Chuck Muniak needs to install Bob Schmedake as a RAMS representative.

**Action Item 8-2017-4** for Clif Ericson to provide a summary of credit card charges and report at next EC meeting.

**Action Item 8-2017-5** Dr. Chuck Muniak set an action item to investigate any issues with the society. Russ Mitchell will contact Mike Demmick and Mary Ellen Caro and provide information at the next EC meeting.

## Appendix B-2 Passed Motions

Dr. Rod Simmons **made the motion** that the Pam Wilkinson heads up next year’s conference in the ASU area and that the EC manage the conference. Motion was seconded by Mike McKelvey. Motion passed unopposed.

Paul Denk made a **motion** to give Charlie Hoes the authority to enter into negotiations. Motion was seconded by Lee Flint. The motion passed unopposed.

## Appendix C Proposed Changes to Operating Manual

The Society President commissioned a Committee to look at updates to the Operations Manual. Proposed Modification to the OM pertaining to chapter relations includes rationale. Review of the ISSS Chapter related issues in the current version of the Society’s Operating Manual (OM) revealed the following deficiencies, and corresponding suggested remedies:

1. **Inconsistency between Society versus Chapter financial oversight controls**.

Since all funds obtained/held under the Society’s “non-profit” IRS number remain under the legal responsibility of the EC; the oversight provisions established in the OM should remain consistent for all such funds, chapter or Society. The Committee recommends that:

* **OM Section 11.9, Bank Accounts** should be modified to add the following paragraph:

“Chapter bank accounts come under the same oversight criteria as the Society’s accounts. The Society’s Office Manager or Executive Secretary shall be included on the authorized signature list of any Chapter bank accounts, unless otherwise authorized by the EC. Chapters are limited to no more than one bank account. Chapters have the option to have the Society establish a separate budget line item for the administration of their funds.”

* **OM Section 11.10 Financial Interests** modified to add the following sentence: “No chapter officer or member may have any personal financial interests associated with any chapter expenditures unless specifically authorized by the Society President.”
* **OM Section 15.12 Annual Chapter Financial Statement**. This OM section needs to be modified to provide the Office Manager and Treasurer with the information needed to be consistent with the requirements of OM Section 14.3.2 Treasurer Support Responsibilities, which requires a monthly filing of IRS and related tax information. We recommend changing the heading of **Section 15.12 to** **Chapter Financial Inputs**. and modify the wording to “In addition to the Annual Chapter Financial Statement form (Appendix D form D.12), all chartered chapters shall provide an electronic monthly financial summary to the Office Manager that includes the purpose for, and copies of all receipts for any expenditure of chapter funds made during the previous month. This monthly summary is to be sent by the 15th of the subsequent month. A negative report is required if no expenditure is made. Failure to meet these requirements will result in the Chapter being ineligible for “In Good Standing” status until resolved.

1. **Statement of Legal aspects of chapter funds**

To clarify this issue, it is recommended the following statement be added to the introductory section of **OM Section 7 System Safety Society Chapters**. “Funds obtained and/or held by Chapters, in any manner associated with the Society’s tax exempt IRS number, legally belong to the Society, and thus under the administrative control of the EC. Chapter officers shall comply with all applicable provision of this OM, including sections 11, 14 and 15 pertaining to EC oversight of Chapter funds.

1. **Inconsistencies on EC voting privileges for chapter presidents.**

To provide clarification for the Executive Secretary to determine what chapter presidents are eligible to excise EC voting privileges at any particular time, it is recommended that the following OM modifications be made:

* **OM Section 4.1 Executive Council** be amended to add the phrase “of chapters in good standing” following the words “Chapter President” in the first paragraph.
* **OM Section 4.1.3 Chapter Presidents** be amended to add the phrase “and all required financial reports”, following the words Annual Report in the 9th bullet down.
* **OM section 4.1.1.5 Executive Secretary** be amended to add, to the 10th bullet down, (pertaining to the Key Member List) the phrase “which shall note the current “Chapters in Good Standing”, and any that are not, as the official indication of those Chapter Presidents eligible to cast EC votes at the current time.”

1. **Inconsistencies pertaining to chapter classifications**

The current OM wording recognizes only two classifications of chapters; Active and Inactive. Experiences indicated that a third category would be helpful in cases where a chapter may still be minimally operational, but not fully “inactive”. The term “inactive” may send a negative message and hamper attempts to revitalize it. The suggested alternative is to use the term “Chapter in Good Standing” as an EC administrative term to identify those chapters that are in full compliance with all OM specified operational and financial provisions and reporting. When there is zero chapter activity and no foreseeable likelihood of revitalization, the EC should forthwith initiate collection of any remaining funds and revoke its charter. The Key Member List would be the official indicator of what chapters are in “Good Standing”. To implement these new provisions into the OM, it is recommended that

* **OM Section 7 Chapters**, third paragraph, 1st sentence be amended to replace the term “consider inactive” to “classified as not in good standing”.
* OM Section 7 Chapters, third paragraph, 2nd sentence amended to state, “Chapters not in good standing may request a grant from the Society to assist in improving its status. Presidents of such chapters may participate in EC activities in a non-voting capacity. The EC will determine when a chapter is no longer revivable, collect any residual funds and revoke its charter.
* **OM Section 7.2 Chapter Activities**, add a new bullet “Encouraging chapter member to sponsor new Society members.
* **OM Section 7.2 Forming New Chapter Activities**. Add a new bullet “Determine rather to set up a chapter bank account or establish a line item balance account by the Society Treasurer. If planning to set up a chapter account, implement the applicable provision of OM Section 11, Consult with the Society treasurer to obtain the IRS information and account signature list information needed to setup a non-profit chapter bank account with a bank.
* **OM Section 7.10 Active Chapters**. Modify heading to “Chapters in Good Standing” Modify first sentence to: “Chapters that have periodic membership communications via internet contact, at least two meetings a year, submit monthly financial inputs, submit an Annual Chapter Report, and an annual Chapter Financial Statement are considered to be in “good standing”. Chapters in “good standing” are eligible to submit a completed Society Chapter Reimbursement Request Form (Form D.11 of Appendix D). The Annual Financial Statement is to be submitted electronically to the Society Office Manager by 15 July, and shall include copies of any receipts for chapter expenditures not previously submitted via the monthly financial inputs. Form D.12 provides the format for this Statement.”
* **OM Section 7.11 Inactive Chapters**. Modify heading to “**Chapter Upgrading**” Modify the entire section to “Chapters which fail to achieve “good standing” status shall be evaluated by the Director of Chapter Services. With the support and advice of other EC members, the Director of Chapter Services shall initiate such actions as deemed appropriate to upgrade the chapter. If warranted, Chapter officers whose terms have not expired may be asked or forced (by EC action) to resign unless they fulfill their obligation to the Chapter.”
* **OM Section 7.12 Chapter Annual Report**. Recommend deletion of the last paragraph as being redundant.

1. **Inconsistencies in chapter reimbursement policy and practices.** The traditional practice of providing a reimbursement to chapters as a form of entitlement, without any restrictions or valid need, may have been acceptable at a time when the Society was operating in the black with a surplus budget; but does not seem valid during times when the Society is operating on negative budgets and having to draw on its reserves to pay its bills. On the other hand, there is a reason to believe timely financial support to struggling chapters and start-up activities could be highly beneficial, and encouraged. It is recommended that the following changes to the OM be implemented to remedy this financial inconsistency.

* **OM 7.13 Chapter Reimbursement**. Modify entire section to:
* “ **OM 7.13.1 Chapter Grants.** To encourage beneficial chapter and new chapter formation activities, chapters are encouraged to submit requests for grants, via the Director of Chapter Services to the EC for consideration and possible approval. Chapter grants shall b for a specific amount and for a specified purpose. The President shall establish a suitable committee of EC members to review requests for grants and provide recommendations for appropriate action. If approved by the President, a suitable transfer of funds will be made by the Office Manager. The designated Chapter Grant Committee is to track the actual use of the grant funds by the chapter to evaluate effectiveness. The Treasurer will monitor the use of funds to assure compliance with IRS requirements. Chapter grants are available to any chapter, as well as startups and student chapters.”
* **OM 7.13.1 Per Member Count**. Reimbursement of Society funds to chapters without stated purpose, and based on the number of dues paying members residing within the chapter’s boundaries, may be authorized by the EC as a chapter incentive, but only if the Society is operating on a positive budget. No membership based chapter reimbursement may exceed 5% of the income received from membership dues of the identified chapter’s membership base, and then only to chapters currently in “Good Standing”.

1. **New Member Promotion**. The need to reverse the downward trend of the membership role is apparent. The MAC review of the existing OM revealed there is little mention of the concern. It is recommended that the existing OM section 3.5.2, noted below, be modified, as indicated.
   * Current text:

**3.5.2 Prorated Annual Membership Dues**. In an on-going effort to encourage current Society members to recruit new members to the Society, the Society offers a $5.00 reduction in the annual membership dues of the sponsoring member. For a member to qualify for a reduction, the initial application of the new member must include the sponsor’s name. The discount will be shown in the next annual membership renewal notice and the discount cannot exceed the amount of membership dues in one year.

* Proposed text:

3.5.2 New Member Promotion. In an on-going effort to encourage current Society members to recruit new/former members, the Society provides special incentives for the individual sponsor. This is in keeping with long standing Society practices that have demonstrated the effectiveness of person-to-person involvement in this critical activity. These incentives include:

* A 10% reduction in the sponsor’s next annual membership dues, for each applicant sponsored.
* Sponsors of 5 or more new/former members will receive a special recognition in the Journal of System Safety
* Chapters whose members combine to sponsor 10 or more new/former members will receive special recognition in the Journal of System Safety and at the International System Safety Conference chapter award ceremonies.

To be credited for an incentive award, the sponsoring member’s name and, if appropriate, Chapter affiliation is to appear on the valid Society application form; and be a member in good standing. A “former member” is someone who has not paid dues for over a year. The accumulated tally of sponsorships for any one member or chapter shall be per Society year. The Administrative Secretary shall maintain a tally listing of all valid sponsoring members, and provide an annual summary for EC review and appropriate recognitions by each August 1st.

The Director for Membership Services (supported by all Officers and Chapter Presidents of the Society), shall have lead responsibility for assuring effective promotional activities to assure all Society members have knowledge of these incentives. Membership application forms shall be updated as needed to reflect this policy.

1. The MAC review of the existing OM revealed a lack of attention to the subject of an organized, ongoing activity for evaluating future options potentially available to the Society. We recommend the following wording be added to the OM as indicated:

OM Section 4.1.1.3 (duties of the Executive VP) be modified by adding several bullet statements as follows:

* With the participation of others as appropriate, develop, and maintain, a Society Strategic Plan. This plan will consider the developing technological environment and define non-traditional concepts and detailed actions that are felt to provide a potential future path toward accomplishment of our Mission Statement.
* The Strategic Plan is to address, but not limited to such issues as: positioning the Society to be the recognized source and authority for all things “System Safety”; alternate means for networking and knowledge exchange; membership satisfaction; effective new member recruitment/administrative activities; and for interacting with any new/non-traditional system safety related applications, fads, technologies and competing organizations.
* Presenting the current version of the Strategic Plan for review, comment and concurrence at the annual EC meeting.