BOARD OF DIRECTORS MEETING MINUTES
MARCH 9-10, 2020 | Cordis Hotel, Auckland, New Zealand

Attended: Nicole Boston, John Campbell, Mike Crowley, Jimmy Jonsson, Shaun Kelly, Amanda Kimball, Bob Libby, Brian Meacham, Jack Poole, Shamim Rashid-Sumar
Guests on Monday: Debbie Deegan (via video), Julie Gordon, Louis Guerrazzi, Jon Hockman (via video), Peter Senez
Guests on Tuesday: Greg Baker (via video), Julie Gordon, Louis Guerrazzi
Regrets: Dan Arnold, Tony Militello, Beth Tubbs, Armelle Muller

Monday, March 9

Crowley called the meeting to order at 9:00 AM. Board members did introductions.

1. The following items were pulled out of the consent agenda.
   - RTM Report - Approval of new Task Group on Assessments of Existing Building Fire Safety
   - COA Report - Approval of Brad Cronin as Chair of the Fire Service Subcommittee (Frank Ellis serve as Vice Chair)
   - CMC Report
   - CPD Report

   Motion was made and seconded to approve the consent agenda as amended above and including the following. Motion passed with Rashid-Sumar abstaining.
   - Ratification of emailed votes
     - Approval of conducting CEO compensation salary review by TPO
     - Approval of German Chapter
   - Approval of January Meeting Minutes
   - CPQ Report
   - SFPE Europe Report
   - Governance Committee Report

A motion was made and seconded to approve a new Task Group on Assessments of Existing Building Fire Safety. Motion was tabled until the RTM discussion on Tuesday.

A motion was made to approve Brad Cronin as Chair of the Fire Service Subcommittee. Motion passed unanimously.
A motion was made and seconded to approve Elizabeth Mullin as Chair of the Diversity and Inclusion Subcommittee. Motion passed unanimously.

It was affirmed that there was no action to take on the CPQ report.

There was discussion on the opportunity to enter a contractual agreement with Fei Fei to organize and sell SFPE educational products in Saudi Arabia and the Middle East. It was agreed that no action would be taken at this time.

Action: Staff will continue conversations with Fei Fei and bring back a final proposal for consideration at the May meeting.

2. Crowley provided the President’s report. He shared that the strategic planning consultant, Jon Hockman, would be joining us at 11:00 and would be outlining next steps for the planning which will include work with the Strategic Planning Committee.

He shared that conversations with IFE have slowed down and we have not been able to set up a follow-on meeting with them since October. We are going to ask to be invited to their annual USA conference in April.

Crowley updated that our lawyer, Hugh, is reviewing the CEO employment contract and will be coming back to us with any suggested changes or updates in the future.

3. Boston provided the CEO Report. She gave an update on the PBD conference noting that our numbers are similar to Hawaii in 2018 and discussed the impacts of the coronavirus COVID-19 on the conference and turnout.

She reviewed the discussions that had occurred around the planned symposium in Rome for June 3-4 and made a recommendation to not hold the event at that time.

A motion was made and seconded to postpone the Rome Symposium until May/June 2021 and hold it in Rome. Motion passed unanimously.

There was discussion around whether the 2020 Annual Conference in Atlanta would go forward and it was agreed that while it is too soon to make any decisions, we should be communicating and setting expectations with speakers, exhibitors, sponsors and the program committee that this event could potentially be cancelled if the situation with coronavirus is still an issue in the fall.

It was shared that work is going on to host an engineering solutions symposium in Q1 2021 on Wildfires, co-chaired by Albert Simeone.

There was an update on the status of finalizing the European legal entity. It was determined that the Executive Committee together with Kees and David would work with Alfons over the next couple weeks to finalize the Articles of Incorporation and would bring it forward to the full board for email approval in April. Once it is completed, the Governance Committee will review SFPE’s governance documents to ensure that there is alignment between the documents.
Boston shared that the SFPE trademark registration has been completed for all countries in the European Union. She will share the full list of countries with the board via email.

Boston provided an overview of the World Federation of Engineering Organizations (WFEO) and recommended that SFPE apply to become an international member.

**A motion was made and seconded to approve SFPE joining the WFEO as an international member. Motion passed unanimously.**

Boston reviewed the current staffing model. It was suggested that an accounting intern might provide the gap between the accounting contractor and position vacated by Jani Zhu.

4. Jon Hockman and Debbie Deegan joined the board meeting via video conference. Hockman provided an overview of the results from the membership survey, the board questionnaire and the interviews. He then walked the board through a few exercises to identify missing priorities and key stakeholders needed to engage to ensure success of the plan. The results of this session will be summarized separately.

   Action: Boston to send a doodle poll to Strategic Planning Committee and Hockman to schedule a meeting the end of March or early April.

   Action: McKinley to share responses from questionnaire with board (with names taken out to ensure confidentiality).

5. Kimball provided the Finance Committee Report, reviewing the January financial report and Q4 2020 investment report. She also reported that the four items that were assigned to the Finance Committee for review from 2019 will be presented with their recommendations at the May meeting.

   Action: Finance Committee to review the Investment Policy.

   Action: Finance Committee to look at preparing scenario-based budgets for 2021.

   Action: Finance Committee to recommend a set date for calculation of the special project funds for budgeting.

6. Meacham provided the Governance Committee Report, sharing that the committee is reviewing Bylaws language on Nominating Committee mandate (guidance versus requirements), the role of students (paying, voting, board service), and updates to the Board Committee scopes.

   Action: Poole and Crowley to provide Meacham with recommended changes to the Strategic Planning and Executive committee descriptions by May 1.

7. Meacham provided the Nominating Committee Report, sharing that the committee would be meeting the next morning to familiarize themselves with the process.
Action: Board members to send Meacham suggestions on criteria that should be considered by the Nominating Committee when evaluating the Board applicants by May 1. Boston will send out existing language to board members to aide in providing feedback.

8. Senez provided the Foundation report, sharing that there has been much done in the past six months including creating a budget and financial reports that are formatted similar to the Society’s as well as a restructured and simplified committee structure. He also shared that the Foundation’s strategic plan will be revised at their October face-to-face meeting being held in Atlanta and reviewed their donor listing and workplan for 2020. He also requested that SCRI be moved from under the Society to the Foundation to ensure more progress on defining the Research Roadmap.

Motion was made and seconded to approve Peter Senez as Chair, Joseph Talbert for Treasurer, Bryan Klein for a second 3-year term, John Durante and Virginia Charters for a 3-year term, and Erica Kuligowski and Justin Biller to a one-year term on the Foundation’s Board of Directors. Motion passed unanimously.

A motion was made and seconded to approve the hiring of a full-time foundation staffer, reallocating $15K of Kathleen’s consultant fees and $20K that has already been given to the Foundation. It is assumed that the salary for this new position would be a partial year and targeted at $70K annualized. Senez agreed to provide any additional monies for the position from the Foundation. The Society agreed to assume responsibility for the full salary in 2021. Further, the Foundation committed to creating educational programs from the research roadmap projects that can be monetized by the Society to help offset this new expense. Motion passed unanimously.

Action: Boston to hire new Foundation staffer, reporting to her, as soon as economically feasible.

9. The Board went into Executive Session and discussed the CEO Compensation Report produced by TPO. Since we were missing 5 Board members, Crowley will revisit this topic in the future.

Action: Crowley to go back to TPO and get range and background data for the report.

The meeting adjourned for the day.

Tuesday, March 10

The meeting was reconvened at 9:00 AM.

10. Greg Baker, chair of the RTM Committee, joined the meeting via video conference and provided a Research, Tools & Methods (RTM) committee report.

He began by discussing the possibility of reorganizing SCRI and whether that committee should be moved under the Foundation. The board determined that the Society needs to retain the role of setting the research agenda and thus SCRI will remain under the Society, noting that there is a need for greater communication between the two groups to ensure alignment.
Baker opened a discussion on how best to reference SFPE standards and guides outside the U.S. It was acknowledged that this isn’t currently on the European agenda but they will discuss it at their meeting later this week.

**Action:** SCSO to explore the ability to publish relevant ISO standards, co-branded as SFPE/ISO standards.

There was discussion around creating a new SFPE Journal dedicated to fire protection engineering, noting that the Fire Technology Journal that is published with NFPA features more fire protection and science research than engineering research. There was no consensus around next steps.

**Action:** RTM to explore and provide a proposal on what they are considering to the board at a future meeting.

There was discussion around what additional recommendations there were on areas that SCSO should be considering for future products and services. It was noted that perhaps a document on cultural and heritage sites as well as possibly an opportunity to partner with ISO on WUI and Tunnel standards.

There was a discussion on other technical content that RTM should be considering producing. It was suggested that SFPE should consider hiring a marketing consultant in 2021 to help build more awareness and promotion. Another idea was to replicate what has been done in SFPE Europe with the digital magazine and conferences in other parts of the world. It was suggested that we could create an engineering series compendium that dive deeper into chapters of the SFPE Handbook. Also, a look at creating textbooks for the FPE field, but this was discouraged due to low demand. It was also suggested to look at our capabilities with GTXL to develop new platforms to create online content delivery.

**Action:** Staff look at whether Springer still has the Fire Advisory group, and if not, whether they should reconstitute it.

**Action:** Baker to follow up with SCSO and get back to Board on what the scope and rationale is for pursuing the creation of a task group to create Assessments of Existing Building Fire Safety.

11. Any Other Business

**Action:** Boston to update the Board Manual and share with the Board of Directors.

**Action:** Boston to send final approved 2020 budget and post in Finance Committee folder.

**Action:** Boston to update chapter presentation slides and share presentation with the board.

Acknowledgement of the book Paul Rivers purchased for the Board of Directors and the message around conflict of interests especially.
Discussion around whether SFPE should be paying for individuals to develop course content for us and how that would be administered fairly and consistently.

Meeting adjourned at 12:00.