

BOARD OF DIRECTORS MEETING AGENDA December 6-7, 2024 Waarderingskamer Muzenstraat 73, 2511 WB Den Haag, Netherlands

Directors Present:

President Rebecca L. Malmquist, CAE; President-Elect/Treasurer Donna VanderVries, CAE, AAS, PPS, Esq.; Vice President William Healey, RES; Past President Patrick Alesandrini, CAE, RES; Ryan Cavanah, CAE; Kara Endicott, CAE, RES; Greg Hutchinson; Alvin Lankford, CAE, AAS; Bobby T. Lee, Esq., AAS; Kevin Prine, RES, AAS, CAE; Douglas Warr, AAS, Lloyd Funk, CAE; and Executive Director Amy Rasmussen, RES, AAS, FIAAO.

Directors Absent:

Dwane Brinson, CAE, RES, AAS, and Roderick Conley, AAS, RES.

IAAO Staff Present:

Senior Director of Business Innovation Ashley Lathrop, MBA; Senior Director of Communications & Technology Mike Ardis, APR; Senior Director of Community Engagement & Membership Shawn Chevreux, MSE; Senior Director of Professional Development Heather Moser, M.S.Ed; Director of Meetings & Events Anita Lara, CMP and Executive Administrator Becky Behrens, MPA.

Guests Present:

Governance Committee Chair Bryan Kinsey, AAS; Finance & Accounting Consultant Michael Macias; Membership Review Task Force Chair Stuart Topliff; TAF Sr. Director of Communications and Operations Amy Kaufman & TAF Vice Chair Frank Gregoire; Professional Development Committee Chair Tina Stone, PPS, AAS; Membership Recognition Task Force Chair Rob McGee; Infrastructure Review Task Force Chair Amy Stevenson; and DEI Council Chair Ivanas Owona.

December 6, 2024 – Friday

I. CALL TO ORDER

Welcome, Roll Call & Introductions

President Rebecca L. Malmquist, CAE called the meeting to order at 9:01 a.m. (CET). Executive Administrator Becky Behrens, MPA called roll, and a quorum was declared. *Absent Directors Brinson and Conley*.

Approval of Agenda

President Malmquist presented the agenda for approval.

MOTION: I move we approve the Board of Directors Meeting Agenda for December 6-7, 2024, as presented.

Made by: Bobby T. Lee, Esq., AAS Seconded by: Past President Patrick Alesandrini, CAE, RES Motion carried: Unanimous. President Rebecca L. Malmquist, CAE; introduced Linda Hennink, Secretary-Director of The Netherlands Council for Real Estate Assessment, Rudd Kathmann, and Marco Kuijper. Ms. Hennick welcomed everyone to The Hague and Waarderingskamer.

Board Round Table

The Board and staff shared professional and personal experiences that are happening as well as future items they are looking forward to.

Approval of Minutes MOTION: I move to approve the October 2, 2024, meeting minutes. Made by: Kara Endicott, CAE, RES Seconded by: Bobby T. Lee, Esq., AAS Motion carried: Unanimous.

II. BUSINESS MEETING AND ACTION ITEMS

Certify Election Results

President Rebecca L. Malmquist, CAE provided an overview of the 2024 Election Results. The results were as follows: President-Elect-William Healey, RES, Vice President-Terry Taylor, CAE, RES, AAS, FIAAO, Region 1-Allen Jolley, Region 1-Ginny Whipple, AAS, Region 3-Scott Russell, AAS, PPS, RES, and Associate-Billy Burle. The Bylaw Amendments on the ballot were approved.

MOTION: I move to approve the certification of the 2025 Election Results. Made by: Greg Hutchinson Seconded by: Alvin Lankford, CAE, AAS Motion carried: Unanimous.

Affinity Groups

President Malmquist provided an overview of the WIN Affinity Group application. Discussion was had regarding the process for applying for Affinity Groups, which will be handled by staff with the point of contact being Sr. Director of Community Engagement & Membership Shawn Chevreux, MSE.

MOTION: I move to approve the WIN application as the first IAAO Affinity Group. Made by: Ryan Cavanah, CAE Seconded by: Greg Hutchinson Motion carried: Unanimous.

Finance Committee Report

President-Elect/Treasurer Donna VanderVries, CAE, AAS, PPS, Esq. provided an overview of the recommended Membership Dues increase in 2026, which will increase annual dues by \$15 for regular, associate, student, and retired members, but not emerging market memberships. Discussion was had regarding the need to increase dues routinely, and how much of the dues cover the membership cost. Discussion was had regarding ensuring the membership receives proper notification before any fee increase.

MOTION: I move we increase the dues for regular, associate, students and entry level memberships by \$15 for the due structure for 2026.

Made by: Past President Patrick Alesandrini, CAE, RES Seconded by: Greg Hutchinson Motion carried: Ayes: 10, Noes: 1 (*Alvin Lankford, CAE, AAS*)

President-Elect/Treasurer VanderVries provided an overview of the investment ceiling and accounts for reserve recommendations. She advised this policy would allow for IAAO to invest in various projects

recommended by the Board and staff with funds that exceed the reserve recommendations. Discussion was had regarding the floor and ceiling thresholds. Discussion was had regarding the types of projects that the funds could be used for.

PDD Class Cancellation

President-Elect/Treasurer VanderVries advised that this is a 5% cancellation/restocking fee for educational offerings. Discussion was had regarding extenuating circumstances, and having staff create a form and tracking mechanism for identifying extenuating circumstances.

MOTION: I move to approve the recommendation from the Finance Committee to add a 5% cancellation fee on educational products.

Made by: Lloyd Funk, CAE Seconded by: Vice President William Healey, RES Motion carried: Unanimous.

MOTION: I move to approve the Investment Policy as presented by the Finance Committee. Made by: Greg Hutchinson Seconded by: Lloyd Funk, CAE Motion carried: Unanimous.

Discussion was had regarding the Finance Committee Manual. The composition of the manual was discussed, which will include several appendices. The Finance Committee Manual will go to the Governance Committee before it is voted on by the Board.

Finance & Accounting Report

President-Elect/Treasurer VanderVries provided highlights of the proposed budget. Discussion was had regarding the increase in the budget for Leadership Days. Discussion was had regarding attendance during Leadership Days. Finance & Accounting Consultant Michael Macias provided 2024/2025 comparisons of expenditures and revenues. He advised that for 2024 we are at 87% for projected revenues in 2024.

MOTION: I move to approve the 2025 Budget as presented by the Finance Committee. Made by: Greg Hutchinson Seconded by: Ryan Cavanah, CAE Motion carried: Unanimous.

990/Financial Statements

Mr. Macias provided an overview of the submitted 990. President-Elect/Treasurer VanderVries provided an overview of the expenditures and revenues through October 2024. Discussion was had regarding the IAAO Financial Ratios, which currently are 11.3 to 1.

PCS Update

Sr. Director of Business Innovation Ashley Lathrop, MBA provided the PCS update. He advised the recommendation is to reappoint Tim Boncoskey, CSA to the PCS Board of Trustees. He advised there will be some recommended changes coming forward to the Board regarding the PCS Operating Agreement. He provided an overview of existing projects and upcoming projects being worked on by PCS. He advised that revenue through October is approximately \$254,000.

MOTION: I move we accept the recommendation from the PCS Board to appoint Tim Boncoskey, CSA to a 4-year term.

Made by: Past President Patrick Alesandrini, CAE, RES Seconded by: Vice President William Healey, RES Motion carried: Unanimous.

Nomination Process Review Discussion

The Board discussed what is working, and what is not working as it relates to the nomination process. Discussion was had regarding competency-based models as it relates to the nomination process. President-Elect/Treasurer VanderVries advised that in 2025 the Nominating Committee will attend Leadership Days to work on outreach to help increase interest in serving on the Board. Discussion was had regarding having a non-North America voting region. Discussion was had regarding engaging the Nominating Committee and Infrastructure Review Task Force on the competency-based nominations and reviewing an additional region. The consensus of the Board was to have the 2025 President and President-Elect work on moving these initiatives forward with the Nominating Committee and Infrastructure Review Task Force.

Communications, Marketing, and IT Report

Sr. Director of Communications & Technology Mike Ardis, MSJ, APR provided an update on technology and communications. He provided detailed information on the technology focuses which include Nimble, Website redesign, and Accounting Software. He advised that the new systems have gone live and provided information on each, as well as the next phases of these projects.

Membership & Community Engagement

Sr. Director of Membership & Community Engagement Shawn Chevreux, MSE provided an overview of projects and activities Membership and Community Engagement are working on which included, Nimble-password resets and renewals, DEI Council, Committees and Task Force Appointment, 2025 Election, and upcoming staff travel and outreach. Discussion was had regarding invoices and payments for membership dues. Discussion was had regarding the type of information that Nimble can gather, and how that information can be used moving forward.

Business Innovation, Research & Standards Report

Sr. Director of Business Innovation Ashley Lathrop, MBA Provided an overview of diversification, IAAO, and PCS revenue streams. He provided information on business partners and sponsorships, which included a new business partnership with ESRI. He provided an update on the research schedule which included various surveys, studies, and tools. Discussion was had regarding the staffing level survey, which will be started once a few prior projects have been completed.

Membership Review Task Force Report

Membership Review Task Force Chair Stuart Topliff provided an overview of the recommended changes to the Bylaws, which updates language to include "exclusively" in various parts of the Bylaws as it relates to membership categories. The intent of the changes is to provide clarity in these sections and update the membership application if the Bylaws are approved. The consensus of the Board was to refer this to the Governance Committee for review.

TAF Appointment Process

President Malmquist provided an overview of some of the changes to the appointment process for TAF and introduced Amy Kaufman TAF Sr. Director of Com. & Oper. & Frank Gregoire TAF 2025 Vice Chair. Mr. Gregoire provided an overview of the changes in the TAF Bylaws and the nomination process for the Board of Trustees. He advised that IAAO can nominate multiple individuals for 2026, and there are no longer earmarked positions for organizations. He stated that the Trustee Nominating Committee will identify targets for the ideal Board of Trustees composition which include licensed and certified real property appraisers in various disciplines, qualified appraisers, and unregulated disciplines with an interest in valuation. He advised the established 2026 targets included; consumer advocate, commercial appraisal, agricultural appraisal, mass appraiser, eminent domain, and international valuer. He provided an overview of the application process, which will need to be a collaborative effort between the nominee and the nominator. He advised that applications will open in January with a submission deadline of March 1st with a

start date of January 1, 2026. Discussion was had that the Board should start considering who would be a good nominee, so discussions can continue at the January Board Meeting.

Fellows Council Report

Discussion was had regarding the Fellows Council Manual amendments. The amendment strengthens the confidentiality and the evaluation form. Discussion was had regarding how fellows are selected, and if that process should be further reviewed as recommended by the Governance Committee.

MOTION: I move to approve the amended Fellows Manual Section 4.4 which was reviewed by the Governance Committee.

Made by: Kevin Prine, RES, AAS, CAE Seconded by: President-Elect/Treasurer Donna VanderVries, CAE, AAS, PPS, Esq. Motion carried: Unanimous.

Professional Development Committee Report

Professional Development Committee Chair Tina W. Stone, PPS, AAS, FIAAO provided an overview of the CEAA updates in the Procedural Rules. She advised that 8.02 allows for a one-year extension to the application with payment of an extension fee. She advised that 8.09 allows for a one-year extension to submit their recertification. She advised that 8.10 enables the Professional Development Committee to reinstate a lapsed CEAA upon approval and payment of the reinstatement fee.

Proposed Amendment to Procedural Rule 8.02

<u>An application and fee are required to participate in the program.</u> The candidate jurisdiction must be an appraisal and assessment agency and not solely an oversight agency. Jurisdictions applying for the certificate must identify the year of compliance, and this date may be no more than one year from the mailing of final notices for that year. <u>A request for a one-year extension is available with payment of an extension fee.</u>

MOTION: I move to approve Procedural Rule change 8.02 as presented by the Professional Development Committee.

Made by: Alvin Lankford, CAE, AAS Seconded by: Bobby T. Lee, Esq., AAS Motion carried: Unanimous.

Proposed Amendment to Procedural Rule 8.09 <u>A one-year extension to a recertification cycle is available upon submission of an application and payment</u> <u>of applicable fees. This extension shall not extend the subsequent five-year recertification cycle and shall</u> <u>require all other recertification requirements be met, including appropriate fees.</u>

MOTION: I move to approve Procedural Rule change 8.09 as presented by the Professional Development Committee.

Made by: Vice President William Healey, RES Seconded by: Bobby T. Lee, Esq., AAS Motion carried: Unanimous.

Proposed Amendment to Procedural Rule 8.10 <u>Requests for reinstatement of a lapsed certification will be reviewed by the Professional Development</u> <u>Committee. Reinstatement shall not extend the subsequent five-year recertification cycle and shall require</u> <u>all other reinstatement requirements be met, including appropriate fees.</u> MOTION: I move to approve Procedural Rule change 8.10 as presented by the Professional Development Committee.

Made by: Alvin Lankford, CAE, AAS Seconded by: President-Elect/Treasurer Donna VanderVries, CAE, AAS, PPS, Esq. Motion carried: Unanimous.

Membership Recognition Task Force

Membership Recognition Task Force Chair Rob McGee provided an overview of the naming and renaming of awards and recognitions. He advised that legacy awards should be highlighted to display their significance. He provided an overview of updating the process of naming awards, which included subject matter expert and input from the person being honored. The Task Force was looking for Board input on timeframes for renaming awards and when to honor individuals posthumously. The consensus of the Board was for Vice President Healey to work with the Task Force on a final draft.

Governance Committee Report

Governance Committee Chair Bryan Kinsey, AAS provided an overview of the revisions made to the Governance Committee Manual.

MOTION: I move to approve the Governance Committee Manual as presented. Made by: Past President Patrick Alesandrini, CAE, RES Seconded by: Vice President William Healey, RES Motion carried: Unanimous.

Chair Bryan Kinsey, AAS provided an overview of the revisions that the Governance Committee made to the Confidentiality Policy. He advised that the IAAO attorney has reviewed the policy, and provided additional revisions to the Governance Committee recommendations, which were included in the Board Book.

MOTION: I move we approve and adopt the IAAO Confidentiality and Non-Disclosure Policy as presented by the Governance Committee.

Made by: Bobby T. Lee, Esq., AAS Seconded by: Alvin Lankford, CAE, AAS Motion carried: Unanimous.

Mr. Kinsey provided an overview of the recommended changes to Procedural Rule 1.52, which removed the word "shall" from the language.

MOTION: I move we approve IAAO Procedural Rule 1.52 as recommended by the Governance Committee. Made by: Kevin Prine, RES, AAS, CAE Seconded by: Kara Endicott, CAE, RES Motion carried: Unanimous.

Mr. Kinsey provided an overview of the recommended changes to Procedural Rule 1.54. Discussion was had regarding the use of ex-officio in governing documents, and the intent on whether the member is voting or a non-voting member. It was determined that additional research would be done to confirm if the immediate past president was a voting or non-voting member of the PCS Board.

MOTION: I move we table approval of Procedural Rule 1.54. Made by: Ryan Cavanah, CAE Seconded by: Vice President William Healey, RES Motion carried: Unanimous. Mr. Kinsey provided an overview of the recommended changes to Procedural Rule 3.21.

Proposed Amendment to Procedural Rules 3.21 Life members shall not pay annual membership dues or professional designation dues.

MOTION: I move we approve Procedural Rule 3.21 as recommended by the Governance Committee. Made by: Lloyd Funk, CAE Seconded by: Alvin Lankford, CAE, AAS Motion carried: Unanimous.

Mr. Kinsey provided an overview of the recommended changes to Procedural Rule 4.04, which added "Puerto Rico" to the conference regions list.

MOTION: I move we approve Procedural Rule 4.04 to add "Puerto Rico" to Region 3 as recommended by the Governance Committee. Made by: Alvin Lankford, CAE, AAS Seconded by: Lloyd Funk, CAE Motion carried: Unanimous.

Mr. Kinsey provided an overview of the recommended changes to Procedural Rule 5.10. Discussion was had regarding the initial creation and purpose of the Infrastructure Review Task Force, and the need for the task force in the future.

Proposed Amendment to Procedural Rules 5.10

The board of directors shall establish a task force to review, revisit, and revise, if necessary, the <u>review the</u> entire structural focus <u>infrastructure</u> of the association approximately every five years <u>to ensure the</u> <u>association is designed to meet the needs of the membership and accomplish the association's mission</u> <u>and goals.</u>

MOTION: I move we approve Procedural Rule 5.10 as recommended by the Governance Committee. Made by: Alvin Lankford, CAE, AAS Seconded by: Greg Hutchinson Motion carried: Unanimous.

Mr. Kinsey provided an overview of the recommended changes to Procedural Rule 9.05. Discussion was had regarding the language used as it relates to the current edition, and Board knowledge on changes to Robert's Rules of Order if the language was specific to the newest edition.

Proposed Amendment to Procedural Rules 9.05

The rules contained in the eleventh edition of Robert's Rules of Order Newly Revised shall govern this association in all cases to which it is applicable and in which it is not inconsistent with the bylaws or any special rules of order the association may adopt. When a new edition of the parliamentary authority is published, the board may, by majority vote and after ensuring that they have familiarized themselves with the changes in the new version, update the edition reference in the procedural rules.

MOTION: I move we approve Procedural Rule 9.05 as recommended by the Governance Committee. Made by: Greg Hutchinson Seconded by: Kevin Prine, RES, AAS, CAE Motion carried: Unanimous. Discussion was had regarding the Investment Policy. There was consensus by the Board to send the Investment Policy back to the Finance Committee to review for relevance and accuracy of information.

DEI Council Report

Chair Ivana Owona provided an overview of the work the group did during Fall Leadership Days which included defining DEI for individuals, Council, and IAAO. The DEI Council discussed the framework and where they want to go as a Council. Their long- and short-term goals included; prioritizing membership data, presentation proposal for annual conference, and developing a brand.

Infrastructure Review Task Force

Chair Amy Stevenson provided a list of recommendations from the Infrastructure Review Task Force which included; support for funding a COO/CFO position, having an updated travel reporting form, reviewing the education conference selection process, incorporating the international vision into the strategic plan, and having Board of Director liaisons for committees. She provided an overview of upcoming tasks which included; a review of committee structure, a review of associate members v. regular members, and researching a legislative white paper that can be put together for each state. Discussion was had regarding aligning the group with the strategic planning cycle in the future. Discussion was had regarding the slate of candidates and the research the task force has done on the topic. Discussion was had regarding having task forces create summaries of their findings at the close of their work for historical data and continuity.

Other Business

Mr. Kinsey provided an overview of the recommended changes to Procedural Rule 11.11, which added "immediate" before references to "past president".

MOTION: I move we approve IAAO Procedural Rule 11.11 as recommended by the Governance

Committee. Made by: Lloyd Funk, CAE Seconded by: Bobby T. Lee, Esq., AAS Motion carried: Unanimous.

Meeting adjourned at 3:59 p.m.

December 7, 2024 – Saturday

I. CALL TO ORDER Welcome and Introductions

President Rebecca L. Malmquist, CAE called the meeting to order at 9:00 a.m. (CET). Absent: Director Brinson-1:15 p.m.

II. BUSINESS MEETING AND ACTION ITEMS

Meetings & Events Report

Director of Meetings & Events Anita Lara, CMP provided an overview of the 2024 Annual Conference Survey feedback. She provided an overview of potential locations (Spokane, Portland, Reno, or Las Vegas) and specs for the 2029 Annual Conference.

MOTION: I move we approve the selection of Portland, Oregon for the 2029 Annual Conference. Made by: Bobby T. Lee, Esq., AAS Seconded by: President-Elect/Treasurer Donna VanderVries, CAE, AAS, PPS, Esq. Motion carried: Unanimous.

Consent Agenda

President Malmquist provided an overview of the items included on the Consent Agenda. Executive Director Rasmussen provided an overview of the Project Plan/Action Items process and advised that staff will be updating this process.

MOTION: I move we approve the Consent Agenda. Made by: Kara Endicott, CAE, RES Seconded by: Greg Hutchinson Motion carried: Unanimous.

Travel Report

Discussion was had regarding IAAO travel that has occurred in the last quarter by the Board. Discussion was had regarding pursuing having a National League of Cities representative.

Translation Agreement Discussion

Executive Director Rasmussen provided an overview of previous and ongoing conversations surrounding translating documents. She provided the pros and cons of translating IAAO documents. Discussion was had on literal translation v. global translation. As the next step, Executive Director Rasmussen recommended consulting an intellectual property attorney. The consensus of the Board was to have Executive Director Rasmussen proceed with her recommendations.

MOTION: I move to go into Executive Session at 10:48 a.m. Made by: Alvin Lankford, CAE, AAS Seconded by: Past President Patrick Alesandrini, CAE, RES Motion carried: Unanimous.

Director Lee left the meeting at 11:27 a.m.

MOTION: I move to exit the Executive Session at 11:47 a.m. Made by: Vice President William Healey, RES Seconded by: Kara Endicott, CAE, RES Motion carried: Unanimous.

MOTION: I move to remove Procedural Rule 1.54 from the table. Made by: Ryan Cavanah, CAE Seconded by: Kara Endicott, CAE, RES Motion carried: Unanimous.

Discussion was had and it was confirmed that the immediate past president is a voting member on the PCS Board. It was discussed that in order to have consistent language in Procedural Rule 1.54 ex officio needs to be included in the DEI component of the rule.

Proposed Amendment to Procedural Rules 1.54

The immediate past president shall:

- Serve on the board of the Professional Consulting Services of IAAO, LLC as an ex officio trustee;
- Serve as an ex officio member of the Diversity, Equity, and Inclusion Council;

MOTION: I move to approve Procedural Rule 1.54 as presented and further amended to include "ex officio" prior to "member" in the second bullet. Made by: Kara Endicott, CAE, RES Seconded by: Alvin Lankford, CAE, AAS Motion carried: Unanimous. MOTION: I move to approve giving direction to the Executive Director to distribute staff bonuses as directed by the President. Made by: Vice President William Healey, RES Seconded by: President-Elect/Treasurer Donna VanderVries, CAE, AAS, PPS, Esq. Motion carried: Unanimous.

The consensus of the Board was to approve the 2025 goals for the Executive Director.

Professional Development Report

Sr. Director of Professional Development, Heather Moser, M.S.Ed provided an overview of the 101 update and the timeline for implementation and release. She provided a department update, which included information on college partnerships, M & S Workshops, Workshop 265, Designation Discourse (CAE and PP), and legal seminar. She provided an overview of 2024 IAAO Professional Development Department projects timeline. She advised that we had 9,936 students through November 2024, which is a 17% increase from 2023.

Executive Director Report

Executive Director Rasmussen gave kudos to the HQ Team on the execution of various ongoing projects which included; the Nimble launch, website launch, membership renewals, and committees and task force appointments. She advised of some of the administrative changes taking place, which included signing on with a new PEO and bank for 2025. She provided information on the new MOU with ESRI. She attended the large jurisdiction meeting and stated that they are looking for more IAAO advocacy. Discussion was had regarding the Board using personal email addresses for IAAO communications. She provided information on IAAO working with API on their upcoming 2025 conference to support them with attendees and education. The consensus of the Board was to work with API for their 2025 conference. She advised the Board that moving forward she will be sending out a monthly newsletter to update the Board between quarterly meetings.

Director Conley left the meeting at 12:37 p.m. Director Brinson joined the meeting at 1:15 p.m.

President's Report

All items have been discussed earlier in the agenda.

Board Recognition and Appreciation

The Board gave recognition to those finishing their terms in 2024.

Other Business No other business.

Board Forum/Meeting Evaluations Evaluation forms were distributed and completed.

MOTION: I move to adjourn the meeting at 1:23 p.m. (CET). Made by: Kara Endicott, CAE, RES Seconded by: Ryan Cavanah, CAE Motion carried: Unanimous.

Rebecca L. Malmquist, CAE, President

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Amy Rasmussen, RES, AAS, FIAAO Executive Director & Secretary