



SAME Executive Committee Meeting Notes

0900 - 1230, Monday, March 24, 2025

Attended			
Mario Burgos	Tim Byers*	Allison Cantu (V)	Jim Carter
Craig Crotteau*	Tim Dahms	Tony Funkhouser	Summer Gladden (V)
Scott Grainger	Mike Huffstetler	Sharon Krock	Angie Martinez
Ben Matthews	Patrice Melancon	Albert Romano	Rick Sloop
Mike Wehr*	BOD Composition TF members*		
Did Not Attend			

*Non-voting v Virtual Participation

Opening

Call to Order: A quorum was established (14 of 14 voting members). Sharon Krock, National President and Chair of the XC, called the meeting to order. The meeting was conducted in person at Capital Week, Bethesda, MD. The planned agenda (Encl 1) was executed.

Decisions: There were two decisions proposed for the XC and one endorsement for presentation to the BOD:

- BOD Agenda – Approved w/modifications (Encl 3).
- Underwrite uniformed participation at JETC – Disapproved
- BOD Composition Changes – Endorsed (Encl 2)

Finance/Budget Update (2024 close & Jan 2025)

Mario Burgos briefed the XC on the current state of finances & budget (Encl 2, Slides 3-10). Regardless of the current instability in the government/economy, we are financially healthy and are operating within budget. Even though long-term investments are up by \$1.01M, we must keep in mind that this is through January and markets have actually been pretty volatile as of late – which we are monitoring with our financial advisors. Net assets are up \$1.61M with \$2.3M restricted to the Home Fund and \$9.29M in the reserve (9-month reserve best practice = \$7.7M). It is a good time for us to have a buffer in our reserves. Our Revenue & Expense trend is moving in the right direction. At this point, we should stay the course.

Discussion

- A proposal was made to transfer (at some time in the future) the \$2.3M Home Fund to the Foundation with interest and dividends going to the Foundation and unrealized gain staying with the Home Fund. Keep in mind that historically, real estate costs don't go down. There is a reason for keeping that money earmarked.
- What happened with the liability in changing venues for SBC? The annual audit is complete (report forthcoming). We don't know what the liability is yet for this, so the auditor did not want to recognize it. We would like to add a footnote that explains the risk.

BOD Preview

- **BOD Agenda.** Sharon directed everybody's attention to the agenda for the board meeting at JETC (Encl 3). She asked for suggestions to include incoming and outgoing leaders in breakouts. Some of that coordination may need to be done virtually prior to JETC. Those breakouts could also be used to discuss

the impending NLA meeting and what that looks like. The XC did note that there should be three separate decisions related to the BOD Composition briefing which will be updated on the agenda: BOD Composition changes, Bylaws, BOD Slate.

The XC approved the BOD Agenda with modifications.

- **Orientation & Training.** Mike mentioned that the training that takes place will be the same, but how it takes place may change slightly which is why training was moved to the afternoon (after the BOD Composition briefing). Position descriptions do not change, so training shouldn't be terribly different.
- **Executive Director Report.** Mike highlighted six topics:
 - Contingency planning meetings that have and are taking place. Recommendations include the following:
 - Not just looking attendance at face value, but what we may need to do differently from a programmatic standpoint.
 - How do we take advantage of the talent management opportunity?
 - How do we leverage changes in the administration for things that need to change and improve in the project lifecycle?
 - He highlighted the ELP and Lunch on the Hill (with strategic partners) as good examples of sustained participation and attendance.
 - RADM VanderLey intends to attend in personal capacity if not approved for JETC. This is a great example to set for others by a service chief and exemplifies value received.
 - The National Office will hire a Director of Finance & Administration to backfill Natasha. Senior Accountant, Beatriz Cook, also departed to pursue a promotion to a Controller in another association. There are challenges at the Post level with finances and accountability as well. We are structuring with Jim Carter as our Assistant Treasure to provide more support in this area, to include an Assistant Treasurer (Jim Carter) and additional training.
 - The Treasurer did not recommend pushing "auditing" (separate from reporting) requirements down to the Post level, but supported using a unified platform. Posts are independent subsidiaries; we do not want to implicate the National Office in a Post punitive action. At Mike's asking, Counsel reiterated that as a parent organization, we should be careful how involved we are in Post management. Standards, training, and monitoring are good and the duty of the parent organization.
 - RVPs need to take a bigger role in Post finances. We should be including RVPs in conversations about requirements.
 - We are considering adopting Bill Highway as a tool for Posts to manage finances and are providing training to treasurers. This is consistent with good management.
 - We have codified the essential elements of camps. He described the Camp Lejeune challenge with billeting and cost.
 - Mike mentioned the importance of the Foundation strategy session on March 26 which included an in-depth SWOT analysis.
- **Membership Dues.** Ann McLeod reminded the XC of the annual Membership Dues analysis. There are two benchmarks to consider: cover the cost to serve a member and the goal of 1/3 revenue attributed to membership dues. Current rates do not satisfy the "1/3 rule," however, we did very well in events revenue in 2024 and expect this to decline slightly in 2025. There is only one dues rate that covers the cost to serve a member, however, there are other factors to take into account. Further analysis and recommendation will take place prior to JETC with a presentation to the board if a vote is necessary.

- **Foundation.** Tim Byers gave an update on the Foundation. They will be sharing an updated Case Statement shortly which will be critical to approaching external donors. The board will need to replace three members next year; the process will begin in June. Foundation board members turnover in January (as opposed to May for the Society). The Silent Auction raised over \$72K, exceeding their \$50K goal.
- **SAME Year-end National Officer Reports.** Sharon encouraged National Officers to keep reports engaging and interesting at JETC. Planning should begin now. If others will be briefing, they will need to have a time limit.

JETC Preparation, Adjustments, and Guidance

- **Event Info.** Ann McLeod gave an update on JETC event preparation. Registrations are currently down a couple hundred from this point last year. We are hearing that industry may be planning to bring less people due to the second and third-order effects of govt. spending cuts. We have gotten great feedback from SLOs on messaging – how JETC helps services fulfill DOD objectives. We are being cautious with expenses; however, we have met our exhibit and sponsorship revenue goals and have not seen many cancellations from companies. Many activities rely on govt. participation, so we will be working very closely with services and agencies on alternatives if necessary. We have adjusted wording on sessions and media to be compliant with executive orders and administration deadlines. We are also focusing efforts to show the “mission critical/essential” components of events in communications. Finally, building off comments from the Contingency Planning calls referenced above, we may need to re-examine our programmatic offerings and IGEs to align with mission critical training and needs.

Ann proposed an idea to fund govt. speakers in an attempt to remove as many barriers as possible. This would cost about \$100K if every speaker took advantage of the offer to the fullest extent. We don’t know if they could accept this offer and the general consensus of the XC was that this would not comply with ethics standards. If the event offers mission essential training or engagements, the cost is not an issue. This is different than a “proffer” which is used between the Army and AUSA. SAME will be pursuing the proffer route at a later date with USACE.

- **Program (Encl 2, Slide 14).** Rob gave the XC an update on Communities, Councils, and Committees – now “C3s.” Energy Sustainability COI has changed their name to Energy Security COI with a focus on critical energy and utility infrastructure. They have proposed a new IGE Project, Energy Infrastructure Supply Chain Security. The team will include government members. Two IGE projects will be sunsetted: Electric Infrastructure and Climate Change. Both IGE summits (Elevating Partnering Across DOD Projects and Aligning AI with A/E/C) were very successful.
- **EAG (Encl 2, Slide 15).** Agenda for the EAG at JETC will include an update on Pacific Industry Summit and all relevant regional events, Warfighter out-briefs, and IGE Roundtable out-briefs. More importantly, we will provide time for deeper dialog between Service Chiefs and SAME Leadership. We continue to emphasize that the “request for issues” process is on-going and not reliant on EAG meeting timing. This could assist with identifying mission essential items.
- **R2C (Encl 2, Slide 16-17).** The team met and completed work on October 9, 2024. Funding memos were issued in early January. Quarterly spending schedule was submitted at the end of January and will be updated quarterly thereafter. The R2C process is still evolving and continues to improve. The R2C has seen an increase in requests which is good – need to keep reinforcing the process.

- **Listening Sessions.** We have not had any requests for sessions yet, but we are in close contact with our SLOs to determine whether they will occur on-site at JETC or if we will look at alternatives based on in-person attendance from services. We will focus on facilitating the engagement, regardless of where or how it occurs.

BOD Composition TF (Encl 2, Slides 19-44)

Scott Grainger thanked the team who has been working on this since January 3, has been meeting every week, working outside of that meeting schedule, and most of whom were present at the XC meeting in person or virtually. He asked everybody what their primary reason was for volunteering for a leadership position in the Society. This provides an opportunity to discuss things that are and are not changing in a manner that keeps priorities in check. Scott described the factors that led to the formation of the BOD Composition TF at the BOD meeting in the fall. After the Strategic Plan Implementation Team made recommendations, many on the board felt that we were not making a big enough change to our governance structure – hence the formation of the TF. The team represents all (current and/or former) board categories – RVPs, COI Chairs, Directors.

Scott outlined the current structure which has several key issues including redundancy of discussion or minimal discussion due to redundancy and gross delinquency in preparedness. Imperatives of restructuring are overwhelming: efficiency in decision-making, clarified roles & responsibilities, flexibility in leadership pipeline development, enhanced engagement, reduction of redundancy, improved strategic focus, alignment with best practices. Compared to other similar organizations, SAME's board is grossly oversized. The team looked at three COAs:

- Flipped Paradigm BOD (16 voting BOD) – PROPOSED COA
- As proposed at Nov BOD (47 voting BOD)
- No Change (52 voting BOD)

The Flipped Paradigm COA converts the current BOD to the National Leadership Assembly (NLA), the current XC to the BOD, and the current NLT to the XC. There is no change to positional roles, but now issues will flow up from the Society through the NLA for action by the BOD. If there is a tie, the Foundation President will become a voting member to break the tie; this has been cleared by Counsel and the team felt that the position is traditionally a past National President with extensive knowledge about the Society. The President selects the 9 representatives from the NLA that serve on the BOD. Scott discussed the considerations for BOD selection from the President which is the same as it is now for the XC. The NLA will approve the BOD slate (as a whole) and may return a BOD vote for more discussion with 2/3 dissent provided within one week of receiving the minutes.

Changes will take effect immediately. The BOD slate will be voted on at the meeting – just as the BOD and XC are always voted on. Bylaws will also be ready for vote. The board will vote on three items (BOD Agenda has been updated accordingly):

- Proposed COA for board composition
- Bylaws changes
- BOD/XC Slate

There are four sessions scheduled with BOD to share, collect feedback, and answer questions prior to the BOD meeting at JETC. RVPs and COI Chairs have seen this on their regularly scheduled calls as a preview.

The XC endorsed the BOD Composition TF proposal to move to the BOD.

Discussion

- Will the change in structure drive the paradigm flip or will there be other administrative changes that help to drive the bottom-up approach? There will be more of a conversation expected with various presenters vs only National Officers driving the meeting. The NLA meetings will be somewhat of a “Listening Session” for the XC and BOD. This will take some time to work out the best process to support the intended outcome.
- Entities within the NLA should be meeting regularly to identify and discuss issues and best practices. Everything discussed in this XC meeting is a great example of a complete waste of time for 52 people fulfilling roles that require a lot of time and effort. However, it is a critical part of oversight and running the business of an organization. Currently, the BOD agenda is driven by the XC/NLT for an audience (BOD). Flipping this paradigm will take time and work, but this will drive real change.
- NLA members will really need to canvas their constituents to be able to provide valuable input at meetings. They will need to be “active vs passive.”
- Are Elected Directors different than other positions since they are elected? RVPs are also elected. There was a lot of discussion on the TF about whether we should add more structure to how Elected Directors are selected for the board, but just like all volunteers, they may be more or less engaged at different points through their term. The President needs to have the flexibility to choose those who are most engaged and help fulfill his/her priorities and strategic direction the best at any given time. If adjustments need to be made to the Elected Director position, that is for a different group to work on at a later date.
- Would everybody get a turn to be on the BOD? No, there will be some people who don’t have the extra duty of serving on the BOD. However, this does not mean that their role is different or that they are not leading or affecting change. Additionally, one could be on the BOD in some other capacity in the future.
- Need to be clear that NLA members have a channel to talk to National Officers/XC regardless of whether you are on the BOD or not.
- Will companies view BOD attendance differently than NLA attendance? Most members didn’t think that would be an issue or that companies would care one way or the other about terminology regarding BOD vs NLA.
- Everybody has an opportunity, but there is timing, scenario, etc...to consider - just like the military.
- Ideas for how the NLA meetings are run can evolve after the change goes into effect.
- Charlie Perham asked for the staff perspective on managing the current board. Staff has been part of the BOD Composition Task Force and has helped to shape the recommendation. It is incredibly frustrating to affect positive change and move the board toward improvements with 52 people who may or may not be prepared or engaged and may bring up issues that have already been deliberated ad nauseum (or decisions already reported in minutes) by the NLT, the XC, and other entities as well. Making the BOD more nimble will help us conduct our business more efficiently and carry out our strategic plan more effectively.
- NLA dissent will be adjusted from current slides to reflect discussion – they may return the vote to the BOD for more discussion and a re-vote within one week of receiving the meeting minutes. The President does not have veto power. The Bylaws will also reflect this change. Details on procedure for expressing dissent will be forthcoming if the proposal is accepted. If communication is happening as intended, this will more than likely not happen and national officers will already be aware of any issues.
- Add implementation dates to the timeline.

Next: BOD, 12 May 2025.

Adjourn: 1215 hrs.

A handwritten signature in blue ink, appearing to read 'Mike Wehr', is positioned above the printed name.

MG Mike Wehr, P.E., USA (Ret.)
Executive Director

Encl 1: XC Agenda

Encl 2: Slide Presentation

Encl 3: Approved BOD Agenda

ENCLOSURE 1

TIME	AGENDA	RESPONSIBLE
0900 - 0905	Call to Order, Pledge, Remarks	Sharon Krock
0905 – 0915	Finance/Budget Update (2024 close & Jan 2025)	Mike Wehr/Taha Seid/Mario Burgos
0915 – 0935	BOD Preview <ul style="list-style-type: none"> • BOD Agenda – Decision Required • BOD Orientation & Training • Executive Director Report • Foundation Update • Year-end National Officer Reports (expectations and focus) 	Sharon Krock Mike Wehr Mike Wehr Tim Byers Sharon Krock
1005 – 1105	JETC preparation, adjustments, and guidance <ul style="list-style-type: none"> • Event info • Program • EAG • Listening Sessions 	Charlie Perham Ann McLeod Rob Biedermann Rob Biedermann Rob Biedermann
1105 – 1145	Strategic Plan Implementation – BOD Composition – Endorse	Task Force Reps
1145 - 1200	Closing Remarks & Summary	Sharon Krock/Mike Wehr

ENCLOSURE 2



SAME Executive Committee Meeting

March 24, 2025

WIFI: SAME2025
Password: CapWeek2025

Dedicated to National Security Since 1920

1



TIME	AGENDA	RESPONSIBLE
0900 - 0905	Call to Order, Pledge, Remarks	Sharon Krock
0905 – 0915	Finance/Budget Update (2024 close & Jan 2025)	Mike Wehr/Taha Seid/Mario Burgos
0915 – 0935	BOD Preview <ul style="list-style-type: none">BOD Agenda– Decision RequiredBOD Orientation & TrainingExecutive Director ReportFoundation UpdateYear-end National Officer Reports (expectations and focus)	Sharon Krock Mike Wehr Mike Wehr Tim Byers Sharon Krock
1005 – 1105	JETC preparation, adjustments, and guidance <ul style="list-style-type: none">Event infoProgramEAGListening Sessions	Sharon Krock Ann McLeod Rob Biedermann Rob Biedermann Rob Biedermann
1105 – 1145	Strategic Plan Implementation – BOD Composition – Endorse	Task Force Reps
1145 - 1200	Closing Remarks & Summary	Sharon Krock/Mike Wehr

Dedicated to National Security Since 1920

2

SAME National Office Financial Update January 31, 2025

XC Meeting

Dedicated to National Security Since 1920

3

Agenda



- Statement of Financial Position as of January 31, (2025 VS 2024)
- Revenue & Expense Trend - 2024

Dedicated to National Security Since 1920

4

We are financially healthy
We are operating within budget

Serve to Inspire!

Dedicated to National Security Since 1920

5

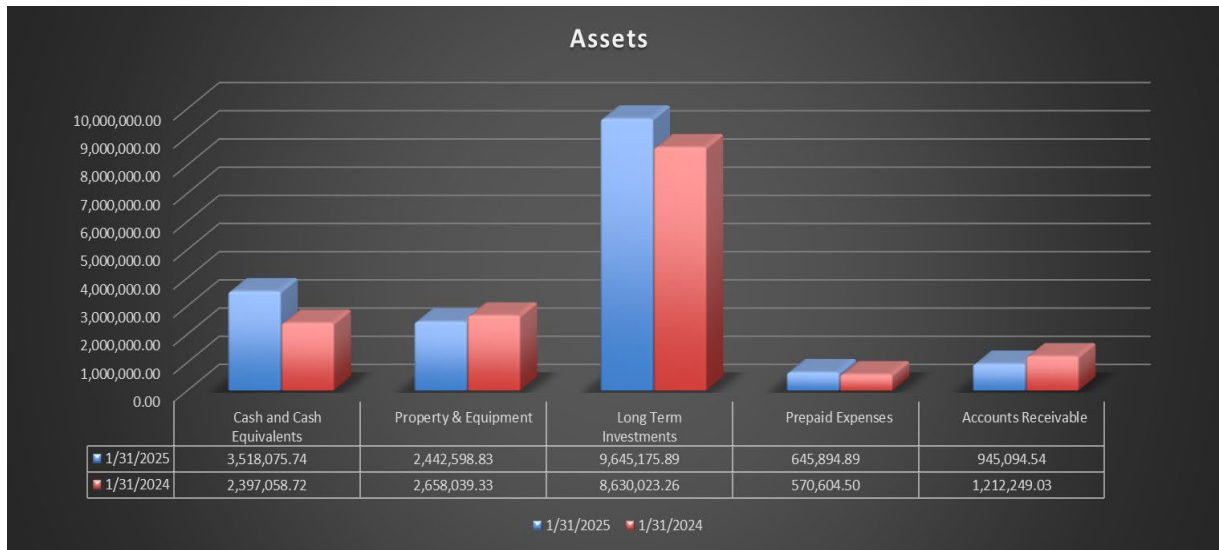
Statement of Financial Position

Account	January 2025	January 2024	Variance	Remarks
Cash & Cash Equivalents	3.5M	2.4M	1.12M	Operating Cash and Money Market account (1.28 in MM). Advanced cash collection Partners, CapWeek, JETC, Membership, \$316K Foundation Grant to SAME
Long term Investments	9.64M	8.63M	1.01M	Positive market performance \$769K unrealized gain \$331K Interest & Dividends Income. Monitoring market volatility with our advisors.
Total Asset	17.2M	15.46M	1.72M	Market performance and advanced cash collection
Total Liability	5.60M	5.98M	(390K)	Decrease in deferred revenue in 2025 (108K), AP decrease (140K), and capital lease obligation decrease (113K).
Net Asset	11.10M	9.49M	1.61M	Positive operational performance in 2024. 2.3M – Restricted to Home Fund 9.29M – Unrestricted reserve = 9 months reserve requirement \$7.7M
Revenue	993K	467K	526K	Unrealized gain (189K), and Foundation Grant (316K)
Expenses	504K	484K	20K	Investment fee of \$16.5K charged in January in 2025. It was charged in February in 2024.

Dedicated to National Security Since 1920

6

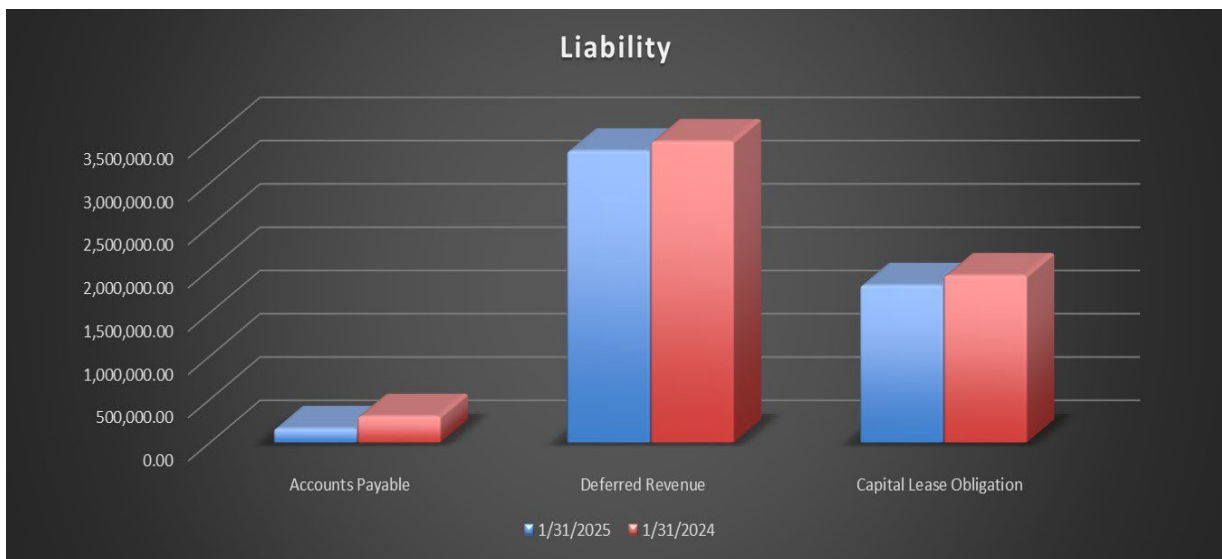
Statement of Financial Position



Dedicated to National Security Since 1920

7

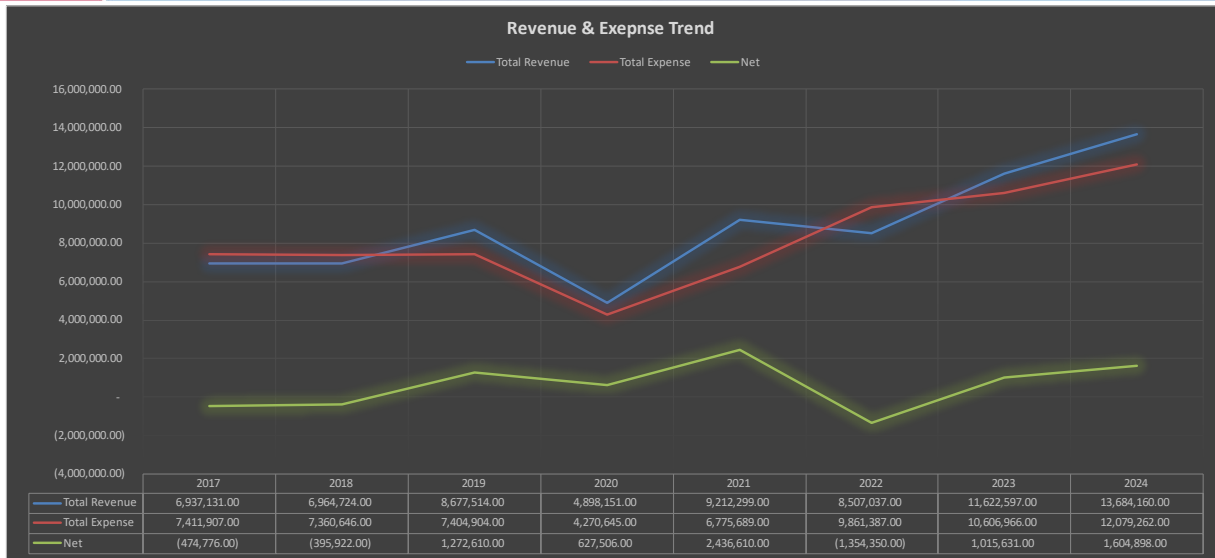
Statement of Financial Position



Dedicated to National Security Since 1920

8

2024 Revenue & Expense Trend



Dedicated to National Security Since 1920

9



Dedicated to National Security Since 1920

10

C3, IGE, R²C Update

SAME Executive Committee (XC)
March 24, 2025

IGE is SAME's *PRIORITY*,
C3s are the
SOLUTION
LABORATORIES

Dedicated to National Security Since 1920

Communities,
Councils, & = C3
Committees

Dedicated to National Security Since 1920

- C3, IGE Updates
- JETC Executive Advisory Group Overview
- Ranking & Review Committee (R²C) Update

Dedicated to National Security Since 1920

- *Energy & Sustainability* → ***Energy Security***
 - Updated charter
 - *critical energy & utility infrastructure* focus...
- One new IGE project: *Energy Infrastructure Supply Chain Security*
- Sunset two IGE projects:
 - *Addressing the Electric Vehicle Infrastructure Challenge (EVIC)*
 - *Climate Change: Sea Level Rise in Coastal Regions and its Effect on Military and other Public Infrastructure*
- CON COI and AI IGE Team *conducting IGE Summit* session
- Other IGE projects on track

Dedicated to National Security Since 1920

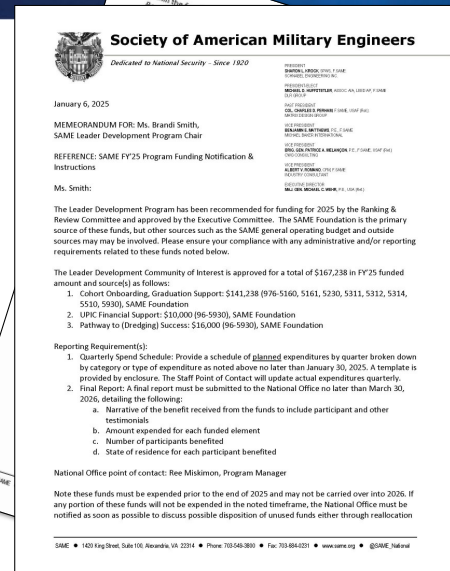
JETC Executive Advisory Group (EAG) Overview

- Agenda refinement and attendees ongoing
- Agenda Items:
 - *Pacific Industry Summit*: Honolulu, HI, September 9-12, 2025
 - *Warfighter* out-briefs
 - *IGE Roundtable* out-briefs
- Publish *SAME Perspectives: Collaborative Delivery: Recommendations from Industry*
- *Chief's Intent* session: Opportunity for deeper dialog between the Chiefs and SAME leadership

Dedicated to National Security Since 1920

R²C Update

- *Ranking & Review Committee* completed work October 9, 2024
- *Funding Memos* issued early January 2025
 - Amount
 - Reporting requirements
 - National Office POC
- *Quarterly Spending Schedule* submitted EOM January, updated quarterly thereafter



Dedicated to National Security Since 1920

C3 / Program	Program	R ² C ACTION (FINAL)	Status	Notes
Young Professionals	Credentialing Review Course Pilot Program	\$ 5,000		Pilot course in place, 20 seats available, soliciting attendees
	Credentialing Assistance Program (CAP)	\$ 4,000		Program in place, 1x submission in '25, soliciting successful participants
Leadership Development Program	Cohort Onboarding, Graduation Support	\$ 141,238		25-26 LDP class selected, travel planning ongoing, consultant contract in place.
	UPIC Financial Support	\$ 10,000		LDP developed process for allocation, pending '25-26 UPIC requests
	Pathway to (Dredging) Success	\$ 16,000		Planning ongoing
Leader Dev COI	National Webinar Speaker Support	\$ 6,000		Contract in place for Q2'25 speakers (\$3k), additional speakers planned Q4'25
College Outreach	Student Chapter Workshop held during SBC in 2025	\$ 42,400		Pending start of planning
STEM Outreach	STEM Pathways for Indigenous Youth	\$ 30,000		\$120k UEF grant approved, 4 posts planning engagements throughout the year
Career Transition	VTW Junior Officer / Enlisted Travel Stipends	\$ 5,000		Highly successful event complete,
Camp Program	Camps - Insurance	\$ 15,000		Insurance in place, total cost: \$50,834, excess taken on in budget
	Camps - Mentor travel (airfare, transportation)	\$ 10,000		Mentor applications open,
	Camps - OCONUS camper transportation	\$ 5,000		Applicant selection ongoing, OCONUS Campers receiving this benefit pending
	Camps - Marketing support	\$ 10,000		491 applications for 270 Camper slots, results tracks with 2024 results (501)
LD COI / Texas Region	2025 Texas Region Leader Development Program	\$ 10,000		Planning ongoing

Dedicated to National Security Since 1920

Questions / Feedback

Dedicated to National Security Since 1920

SAME BOARD OF DIRECTION TASK FORCE (BODTF)

XC Meeting

24 March 2025



Dedicated to National Security Since 1920

19

Poll

Q: What was my primary reason for volunteering for a leadership position in the Society?

1. To give back to the Society and support National Security
2. To become a voting member of the Board of Direction
3. To provide a unique technical expertise
4. To support future leaders in the AEC community



Dedicated to National Security Since 1920

20

- BoD Task Force 5 Whys
- Analysis
- Courses of Action and Recommendation
- BoD Composition and Selection
- Roles, Responsibilities & Structure
- Summary

Nov BOD Meeting Proposed Governance Changes— Result tie Vote

BoDTF Established and Tasked to:

- **Develop Courses of Action** for SAME Board of Direction **Composition, General Powers, and Voting Responsibilities**
- Develop proposed revisions to the Executive Committee General Powers description (in Bylaws) to better delineate those areas subject to BoD involvement and those reserved for the Executive Committee

BoDTF Members

- Mario Burgos
- Jeff Davis
- Roland de Guzman
- Brian Duffy
- Scott Grainger
- Tony Higdon
- NK Mbaya
- Frank Mondo
- Corey Weaver
- Carrie Ann Williams
- Kathy Off
- Mike Wehr

Represents:

- Current and former National Officers
- RVPs
- Council, Committee and COI Chairs
- Elected Directors
- Executive Committee
- Strategic Plan 2030 Development Team

Dedicated to National Security Since 1920

25

Mission Analysis - Current Governance Structure

BOARD OF DIRECTION (BOD)

- 64-69 (52 Voting) Volunteer members
- Subset of the Society
- Meets twice a year

EXECUTIVE COMMITTEE (XC)

- 15 Volunteer members
- Subset of the BOD
- Meets monthly

NATIONAL LEADERSHIP TEAM (NLT)

- 7 Volunteer members
- Subset of the XC
- Meets monthly

Key Issues

- Overlap in discussions between XC and NLT, with majority of decisions made by consent agenda at the BOD level.
- Even decisions outside of the consent agenda are presented as having full support of the XC with minimal BOD discussion
- Nearly everything presented to the BOD passes with almost unanimous support
- There is gross delinquency in pre-voting (preparedness) and lack of responsiveness.

Dedicated to National Security Since 1920

Imperatives of Restructuring



Efficiency in Decision-Making

- Streamlined governance with a smaller Executive Committee.
- Faster decision-making process.

Clarified Roles and Responsibilities

- Clear distinction between strategic oversight and operational leadership.

Flexibility in Leadership Pipeline Development

- Communities of Interest can be formed without fear of impacting BOD size
- Opportunities for broader membership involvement without staff allotment

Dedicated to National Security Since 1920

Imperatives of Restructuring (Cont'd)

Enhanced Engagement of Larger Leadership Assembly

- Provides a platform for raising membership issues.
- Ensures continued involvement without duplicating decision-making.

Reduction of Redundancy

- Merging NLT and Executive Committee avoids duplicated discussions.
- More cohesive and aligned leadership.

Improved Strategic Focus

- Smaller Executive Committee focuses on long-term goals.
- Broader Board oversight without micromanaging.

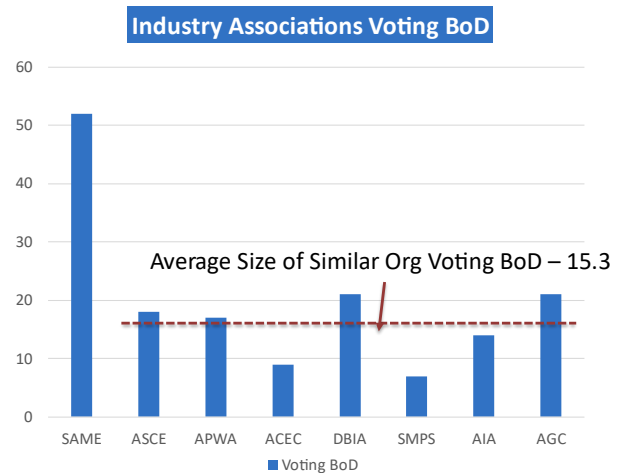
Alignment with Best Practices

- Reflects a tiered governance approach sized in accordance with best practices.
- Enhances efficiency and effectiveness.

Dedicated to National Security Since 1920

Mission Analysis – Comparable Board Sizes

- Researched Recommended BoD sizes
 - 8 – 15 Voting members
 - Some non-profits are slightly larger
- Considerations when sizing the BoD
 - What does the BoD need to Accomplish?
 - What expertise is needed on the BoD



Dedicated to National Security Since 1920

31

Courses of Action

Evaluated 3 COAs

1. Flipped Paradigm BOD
 - 16 Person BOD
2. As proposed at Nov BOD
 - 68 Total (47 Voting)
3. No Change
 - 69 Total (52 Voting)

Proposed COA 1 – Flipped Paradigm



Executive Committee
(formerly NLT)

President, President - Elect, Past President, 3 Vice Presidents, Treasurer
Meets Monthly



New Board of Direction
(formerly XC)

Comprised of NLT and 9 representatives from Leadership Assembly
Meets quarterly

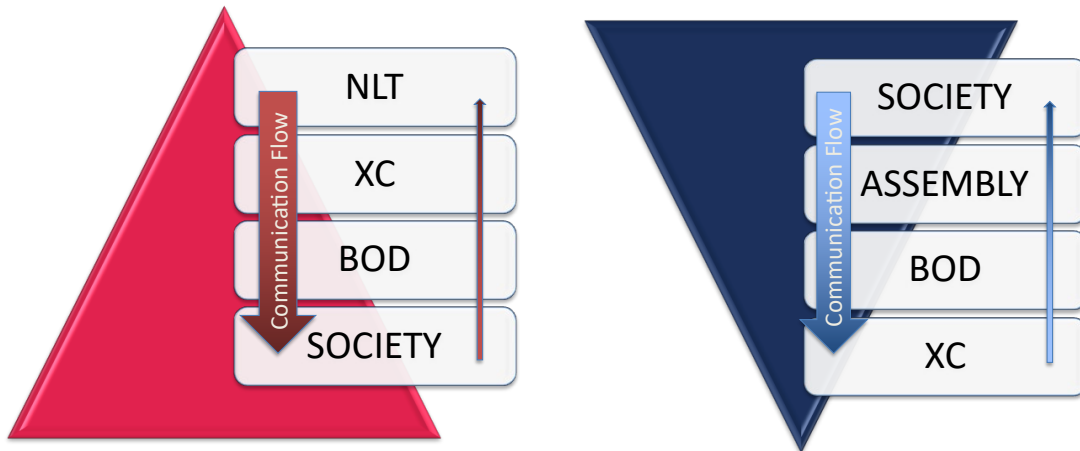


National Leadership Assembly
(formerly BOD)

57 Members and Growing
Meets twice a year
Focused on issues and interests of broader membership

Dedicated to National Security Since 1920

Flip the Paradigm



Currently many ideas, initiatives and decisions are starting at the top (NLT) and being communicated out to the Society for execution. The thought is to flip this paradigm.

Dedicated to National Security Since 1920

Proposed BOD Composition

***Proposed * BOD is comprised of XC + 9 representatives from NLA**

- Total 16 Voting Members
 - 7 XC- Past, Current and President Elect, 3 VPs, Treasurer (XD, Counsel, Foundation President are non-voting)
 - 9 members selected from National Leadership Assembly
 - 3 Elected Directors
 - 3 RVPs
 - 3 COI/Council/Committee Chairs
- ***Proposed * If a tie vote occurs, Foundation President is the tiebreaker**

• How BOD is selected:

- Voting XC is Elected by General Membership
- Remaining 9 members are **selected by the President** In collaboration with XD/Staff
- **BOD Slate is approved by the NLA**

Dedicated to National Security Since 1920

34

Roles and Responsibilities – National Leadership Assembly (NLA)

The National Leadership Assembly (NLA) is charged with being active representatives for their constituents within SAME. NLA members will report on status and progress within their respective scope of responsibilities/assignment during the biennial meetings.

From this, the NLA provides guidance and direction, recommends policy changes, develops resource requests, and leads actions in support of the SAME Mission, Vision, and Strategic Plan.

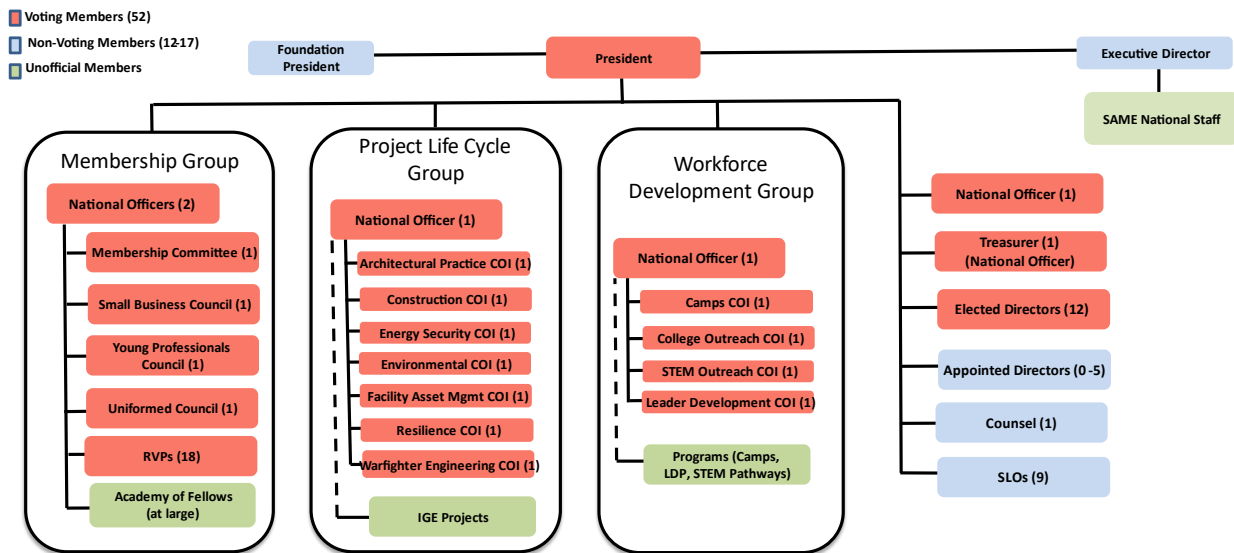


- **NLA approves the slate of members joining the BOD for the following year with majority vote.**
- **NLA may overturn a vote with 2/3 dissent provided within one week of receiving the minutes. The item is returned for discussion to the BOD.**

Dedicated to National Security Since 1920

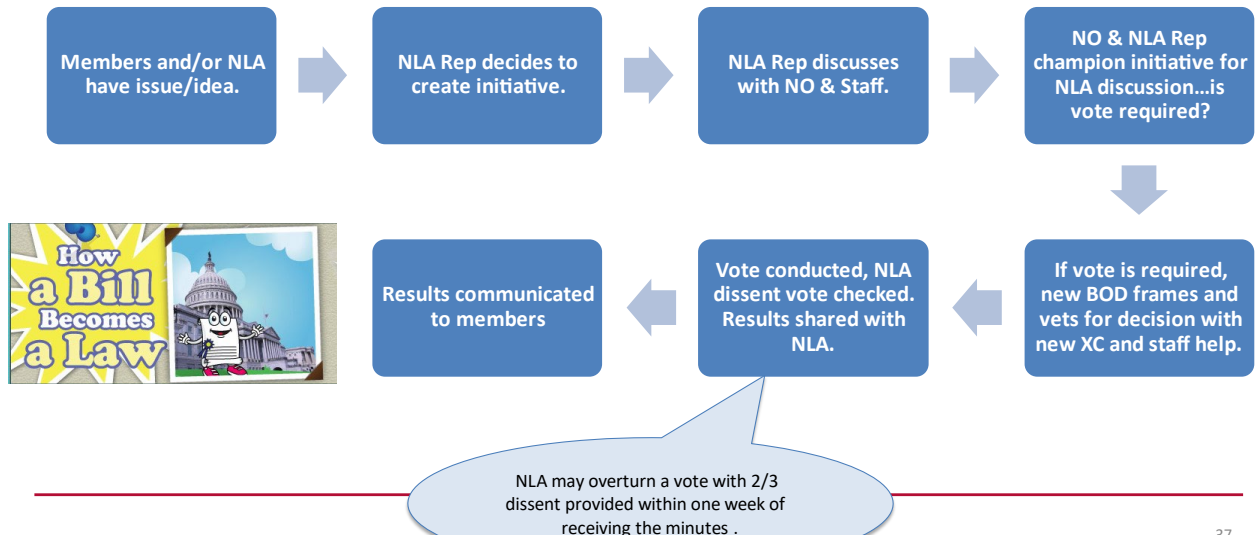
35

National Leadership Assembly



Dedicated to National Security Since 1920

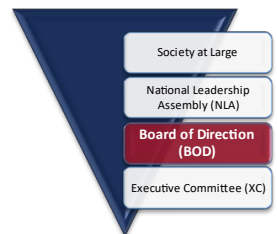
Governance Flow (new initiatives)



37

Roles and Responsibilities – Board of Direction (BOD)

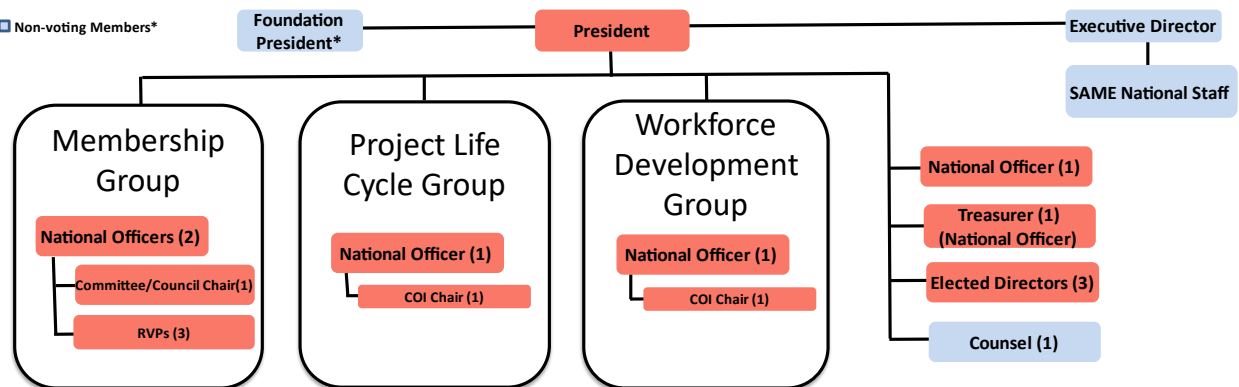
The Board of Direction has overall charge of all activities of SAME, and has the power, within the limits specified in the Constitution and Bylaws, to **initiate and execute measures needed to support the SAME Mission, Vision, and Strategic Plan .**



National Board of Direction

■ Voting Members (16)

■ Non-voting Members*



* Foundation President will be tiebreaking vote

Dedicated to National Security Since 1920

Considerations for BOD composition

- Previous engagement and performance (to include scorecard)
- Considerations
 - Mix of public (uniformed and civilian) and private sector (large, small, AE, construction)
 - Mix of disciplines within the A/E/C umbrella
 - Mix of service affiliation – active or retired
 - Mix of continuity and fresh perspective
- RVPs
 - Regional diversity
 - Strong Posts
 - Strategic importance (Indo-PACOM, Europe)
- COI/Council/Committee
 - Mix of human capital and technical
 - SWOT across programs
 - Strategic importance
- Elected Directors
 - Previously held positions/strategic need
 - Background diversity



Dedicated to National Security Since 1920

40

Roles and Responsibilities – Executive Committee (XC)

The XC (*Pres, Past Pres, Pres-Elect, 3 VPs, Treasurer, Counsel, XD, Foundation Chair*) collectively ensures **effective governance** and **strategic direction** for the organization. Their roles include leading the Board of Direction, National Leadership Assembly, and SAME members. They share information among SAME entities. These responsibilities support SAME's **Mission, Vision, and Strategic Plan**, ensuring the organization operates smoothly and effectively.



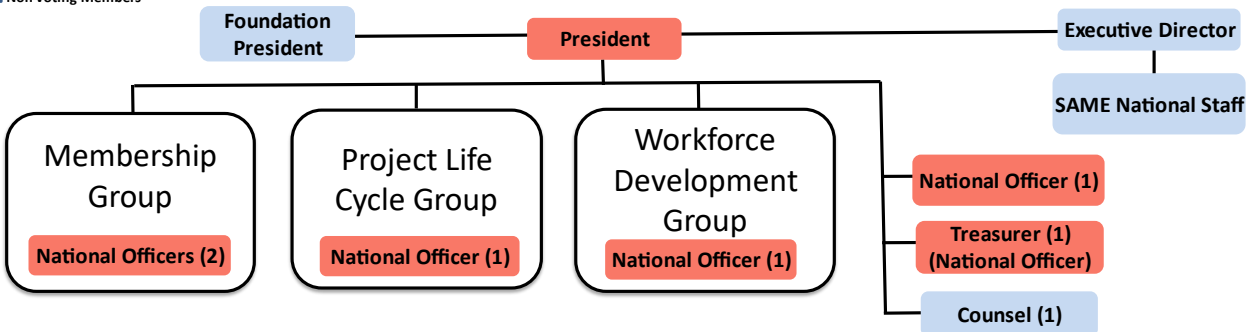
Dedicated to National Security Since 1920

41

Executive Committee

■ Voting Members (7)

■ Non-voting Members



Dedicated to National Security Since 1920

Next Step

- Present to current XC – TODAY
- Share with the rest of the BOD – Multiple Sessions in April
 - Concurrently Develop Bylaws revisions
- Present for Adoption at JETC BOD



Dedicated to National Security Since 1920

43

BOD Composition Task Force



Thank You!

Dedicated to National Security Since 1920

44

ENCLOSURE 3

TIME	AGENDA	RESPONSIBLE
0830 - 0900	Continental Breakfast	
0900 – 0905	Call to Order, Pledge, Welcome	Sharon Krock
0905 – 0940	Executive Director Report <ul style="list-style-type: none"> National Office Priorities Finance – 1st Quarter Membership/Events 2025-2026 MARCOM IGE/Programs Update 	Mike Wehr Mike Wehr Taha Seid/ Mario Burgos Ann McLeod Stephen Karl Rob Biedermann
0940 - 0950	Foundation Update	Tim Byers
0950 – 1050	BOD Composition Task Force <ul style="list-style-type: none"> Proposal – Decision Bylaws - Decision 	Scott Grainger/NK Mbaya
1050 – 1100	2025-2026 Board of Direction & Executive Committee - Decision	Sharon Krock
1100 – 1110	Consent Agenda (items without unanimous pre-vote will be moved from the Consent Agenda for BOD discussion) <ul style="list-style-type: none"> BOD Meeting Minutes 11-19-24 XC Meeting Minutes 12-18-24 XC Meeting Minutes 3-24-25 Foundation Meeting Minutes 1-9-24 Foundation Bylaws Update 2025 Election Results 	Sharon Krock
1110 - 1210	SAME-year-end National Officer Reports <ul style="list-style-type: none"> AOF R2C Report Project Lifecycle Group Workforce Development Group Membership Group 	Patrice Melançon Charlie Perham Mike Huffstetler Ben Matthews Albert Romano
1210 – 1315	Lunch & Networking	
1315 - 1400	BOD Orientation & Training <ul style="list-style-type: none"> Look back Look forward Board Training R2C Process 	Sharon Krock Mike Huffstetler Mike Wehr/Kathy Off Rob Biedermann
1400 - 1515	Breakouts/Training <ul style="list-style-type: none"> RVPs C3 Chairs Directors SLOs 	National Officers/Staff Liaisons
1515 - 1525	Outgoing BOD recognition Incoming Swear-in Short introductions (2 min each)	Sharon Krock

1525 – 1535	President’s Closing (Review Actions and Direction)	Sharon Krock
1535 - 1545	President Elect Remarks & Initiatives & Team Photo	Mike Huffstetler
1545 – 1730	<i>Break</i>	
1730 – 1900	President’s Reception	Sharon Krock