



AIA Ohio Valley Region

A Region of the American Institute of Architects

AIA Ohio Valley Region Report – May 2014

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AIA Mission Statement: “The AIA is the voice of the Architectural Profession and a resource for its members in service to society.”

AIA Vision: *Positive Change Through the Power of Design*

AIA Ohio Valley Region News

AIA OVR Council Meeting: The OVR Council met on April 25 in Indianapolis at the AIA Indiana offices.

1. New OVR Director: Three candidates presented their credentials for consideration for selection as the new Ohio Valley Region’s Director to the AIA National Board of Directors. The OVR Council selected Drew White, FAIA. Drew is a Principal at Axis Architecture + Interiors in Indianapolis. He brings prior active involvement in AIA over the last 15 years including presidencies of AIA Indianapolis in 2002 and AIA Indiana in 2010 as well as preceding officer positions. He has been involved in various local and state committees of AIA including those for design awards, education, governmental affairs, and regional convention planning. At the national level, Drew has served on the Housing Knowledge Community and was a director of its affordable housing sub-committee. We welcome Drew’s involvement and continued service to AIA and the OVR.
2. OVR Bylaws Task Force: The OVR Council has formed a task force to review OVR Bylaws and operations. The task force will review current bylaws for potential necessary revisions for coordination with the potential passage of revisions to the national bylaws, as well as reviewing current procedures. The task force will include two representatives from each state, the current and new Regional Directors, Regional Associate Director, YAF Director, Fellows representative, and CACE representative.
3. Congratulations:
 - a. Grassroots Awards: Both AIA Indiana and AIA Cincinnati won component awards at Grassroots in March.

- b. 2014 AIA Thomas Jefferson Award for Public Architecture: Carole Olshavsky FAIA will be recognized during the AIA Convention in June at a program on Friday, June 27 at 11:00 am on the Exhibit Hall floor, at booth 2227.
- c. 2014 OVR Fellows: We will honor our two newest Fellows at our OVR Reception during the AIA Convention in June.
 - i. Timothy Hawk, FAIA, Columbus, OH
 - ii. Ralph Douglas Parris, FAIA, Columbus, OH

AIA Board of Directors' News

March AIA National Board of Directors' Meeting

AIA Governance: The main topic of discussion at the March Board meeting as well as a follow up Board conference call meeting was AIA Governance. Through discussion at these meeting, the Board finalized proposed bylaws amendments to be voted on by delegates at the National Convention in June.

Attached are documents to provide more detailed information on the discussion regarding the proposed AIA National Board Governance changes. The following documents are attached:

- Governance Proposal: Executive Summary
- AIA Governance Proposal Frequently Asked Questions

To further elaborate on the information attached, following is a brief synopsis. The Board of Directors will be the fiduciary and governing body and will conduct the business for the organization while the Strategic Council will develop the strategic vision for the AIA, and be the arm to develop new initiatives and be the voice of the profession.

The new Board of Directors will be made up of the President, President-elect, Secretary and Treasurer. There will be 6-8 at large members, including three elected by the Strategic Council and three by the convention delegates. There will be one member each from CACE, NAC, and AIAS. There are also up to two one year appointments by the President of whomever they choose. The EVP/CEO will be a non-voting member. The total number of members will be 17 or less.

The Strategic Council will have 35 regional representatives from the regions as currently established and 5-10 at large representatives, as elected by the council to represent the diversity of the profession. The Board officers and immediate Past President will serve on the Council. The EVP/CEO will be a non-voting member. The total number is expected to be about 55, but the maximum number is 60 members.

The Council will have authority to recommend (develop and approve) the strategies, operating plan and budget but not approve for legal reasons. The new Council will need to develop the Rules of the Council under which they will operate.

While the Board has made every effort to create a structure that meets our current needs, we anticipate that changes may be in order as this initiative is implemented.

The current Board Class of 2015 (Bruce's class) and the Class of 2016 and next year's new Class of 2017 will resign the board in December 2014. All members of these groups will make up the first council. Please review the attached documents for further information.

2014 Candidates for AIA offices: The following persons have declared their candidacy for national office, for election at the national AIA Convention in June.

1. 2015 First Vice President/2016 President-elect:

- a. Don Brown, FAIA (Alabama, 2013-14 VP)
 - b. Russell Davidson, FAIA (New York, 2012-13 VP)
 - c. Gabriel Durand-Hollis, FAIA (San Antonio, 2012-13 Treasurer)
2. 2015-2016 Vice Presidents (two will be elected):
- a. William Bates, AIA (Pennsylvania, 2012-14 Regional Director)
 - b. Francis M. Pitts, FAIA (New York, 2011-13 Regional Director)
 - c. Edward Vance, AIA (Nevada, 2010-12 Regional Director)
3. 2015-2016 Secretary:
- a. Jerome L. Eben, AIA (New Jersey, 2011-12 Regional Director)
 - b. John Padilla, AIA (Santa Fe, 2011-12 Vice President)

Cool Spaces:

AIA Kentucky hosted Stephen Chung AIA, host PBS Cool Spaces! at a great event on Tuesday, May 6th in Lexington, KY. The first program was previewed and Stephen discussed with attendees his efforts to create the program and answered questions on the programs production. Congratulations to AIA Kentucky on this effort. For more information on Cool Spaces! Visit www.coolspacestv.com

PCI National Design Awards:

Bruce Sekanick will be representing the AIA as one of four jurists for the PCI National Design Awards. The submissions will be juried in Chicago on June 13, 2014.

OVR Associate Director Report: Ted Ferringer, Assoc AIA

See the attached report form Ted Ferringer for recent news regarding Associates activities.

ArchiPAC

The ArchiPAC effort continues as we move from Grassroots to the National Convention. As of the end of April, the ArchiPAC totals for the two year election cycle (2013-2014) are as follows:

Two-year ArchiPAC goal:	\$400,000
Election cycle dollars raised:	\$204,814.94
Dollars remaining to be raised:	\$195,185.06

With a third of the year behind us, we need to raise a significant amount of money at the National Convention to allow the PAC to meet our two year goal. If you have not contributed in 2014, we ask that you consider providing a donation to ArchiPAC to support our national efforts. A mailing will be provided to all AIA Ohio Valley members over the next several weeks asking for your contribution to the PAC.

The following is the Ohio Valley Regions standing as of April 30, 2014:

- 2013-2014 Goal: \$26,000
- Contributions to date: \$16,337.32
- Amount remaining: \$9,662.68

The region has reached 63% of our financial goal and 35% of our donor goal. We need everyone to help the region maintain our leadership in PAC fundraising activities. We are currently in third place for dollars raised in the cycle, second place in the percentage of dollars, and second place for the number of donors. Please remember that everyone's contribution helps and we need each member to contribute something.



At the National Convention, ArchiPAC will be promoting 1515. This is the number of new contributors we need to reach this year's goal. If you haven't given, please consider donating whatever you can to help provide the AIA Government Relations team with the tools they need for an effective advocacy effort. Our 1515 effort started April 30th, and we have a long way to go. For more information on ArchiPAC, visit www.archipac.org. If you won't be attending the convention, you can contribute on the archipac website. Thank you to all who have helped us in our efforts so far this year.

Upcoming Dates

1. AIA National Convention: June 26-28, 2014 in Chicago. Stay tuned for details of OVR activities during convention and make plans to attend:
 - i. OVR Breakfast: Thursday, June 26, 6:30-7:45 am, McCormick Place, Room N427a
 - ii. OVR Regional Caucus: Thursday, June 26, 11:15 am-12:30 pm, McCormick Place, Room S401
 - iii. OVR Reception: Friday, June 27, at 7:00 pm at the Sheraton Hotel, room Michigan B.
2. AIA Ohio Convention: September 18-20, 2014 in Kent, Ohio
 - a. Convention Theme: "A Future Practice"
3. AIA Kentucky/Indiana Convention: October 2-4, 2014 in Fort Wayne, Indiana
 - a. Convention Theme: "Renewal.Innovation.Engagement"



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- **National Associates Committee** Theodore Ferringner Assoc. AIA OVR Director & Representative
- Updates on Ongoing Items:

Intern titling Conversation: <http://eps Summit.mindmixer.com/>

Conversation continues regarding usage of term “intern” in official titling

Will be a topic of discussion at National Convention

Please provide your thoughts / opinion on intern titling from OVR members. Have received good and useful thoughts and feedback from members around the region via email and other means.

National Design Services Act

Has been formally introduced as H.R. 4205 via bi-partisan support by Rep. Ed Perlmutter (D-CO) and co-sponsored by Rep. Greg Meeks (D-NY), Rep. Gwen Moore (D-WI), and Rep. Dennis Ross (R-FL). Bill is currently in the House Financial Services Committee.

Change.org petition has over 5,400 signatures. Much work is still needed to get this bill passed – continue to get word about this bill to your local reps and have your members sign the petition. Click for link to petition.

AIA National Convention

Five Fellowships for EPs were offered via “tweets of interest” from the AIA Fellows Class of 2013; Finalists to be announced April 29th, with recipients to be named by May 15th

Attend for free - Volunteers who sign up for and serve at four (4) or more seminars will receive complimentary registration. Volunteering is open to anyone who is interested and willing to commit to four shifts. If interested email ConventionVolunteer@aia.org

The NAC with AIA will be hosting an Emerging Professionals Reception on Friday of the convention. Earlybird Cost is \$25 – EPs and all members attending convention should attend this affordable reception as a means to network with and meet their AIA EP leadership

Other NAC Updates

Preparing for our election cycle of next round of leadership on the NAC

Follow the NAC on our social media outlets:

- <https://www.facebook.com/AIA.NAC.Page>
- <https://www.linkedin.com/groups/AIA-National-Associates-Committee-2870508?gid=2870508&mostPopular=&trk=tyah&trkInfo=tarId%3A1398306975283%2Ctas%3Aaia%20national%20as%2Cidx%3A1-1-1>
- https://twitter.com/AIA_NAC



**THE AMERICAN INSTITUTE OF ARCHITECTS
GOVERNANCE PROPOSAL: EXECUTIVE SUMMARY
APRIL 9, 2014**

- **If adopted, the proposal will reshape and streamline the Institute's governance structure.**

The proposal will restructure and reduce the size of the Board of Directors, making it more nimble and better able to respond to the Institute's challenges and opportunities.

It will also create a Strategic Council as a committee of the corporation, which will advance the profession of architecture by informing the Board and other Institute bodies of important professional issues and opportunities.

Although the Board will remain the sole governing body of the Institute and the Strategic Council will have the authority to advise, but not bind, the Board, each body will play its own essential role.

- **The Board will reduce from its current size of more than 50 members, to no more than 16 members or fewer.**

The Board will consist of: 4 officers (President, First Vice President/President-elect, Secretary, and Treasurer), elected by the delegates at convention; 6-8 At-Large Directors (3 elected by the delegates at convention, 3 elected by the Strategic Council, and up to 2 selected by the President (subject to Board approval); an Associate Director; a Student Director; a Director from the Council of Architectural Component Executives (CACE); and the Institute's EVP/Chief Executive Officer (non-voting). At least two-thirds of the At-Large Directors elected by the delegates at convention and by the Strategic Council will be Architect members, and at least five out of all At-Large Directors must be Architect members. Architect members will always comprise a majority of the Board.

Any Director may be removed for or without cause by affirmative vote of those entitled to elect the Director to office.

- **The Board's change in size will take place in a transition consistent with applicable law.**

The change in Board size will take place mostly by eliminating the 35 current Regional Directorships. The proposal will also eliminate the four current Vice Presidencies; one of two current Associate Directorships; one of two current CACE Directorships; both Public Directorships; and the International Directorship. (Some positions eliminated from the Board will, in effect, move to the Strategic Council.)

Since the law entitles Directors to finish their terms of office, the transition to a smaller Board may take some time. As Directors whose positions are affected leave the Board – by completing their terms or through resignation – their positions will be eliminated. Directors who resign early will be able to join the Strategic Council, for the periods that remain on their Board terms when they resign.

The Institute's 11-member Executive Committee will remain in place at first, but will be eliminated as total Board membership declines to fewer than 20, or as its own membership dips below seven.

- **The Board will continue to be the Institute's governing body.**

Consistent with the law of New York (where the AIA is incorporated), the Board will remain responsible for the general management of the affairs of the Institute. That means it will continue to have control of the Institute's property, fix its policies, authorize expenditures, and take all necessary and proper steps to carry out the purposes of the Institute and promote its best interests.

➤ **The Board's responsibilities will remain mostly the same as they are now.**

After restructuring, the Board will (among other things) adopt a general budget after consulting with the Strategic Council; define the Institute's continuing education requirements for Architect members; decide whether to adjust dues for inflation (within limits fixed by the Bylaws); provide for dues incentive programs for new members and those advancing to Architect membership, and for dues installment payment programs; establish and restructure the Institute's regions (within criteria set by the Bylaws); sponsor Bylaws amendments for consideration at the AIA National Convention; and change the Institute's Code of Ethics and appoint members of the National Ethics Council. Board members will continue to be Delegates-at-Large to the AIA National Convention.

➤ **The proposal will also create a Strategic Council.**

The Strategic Council will advance the profession of architecture by informing the Board and other Institute bodies of important professional issues and opportunities. Since the Board will focus primarily on fiduciary responsibilities, the Council will be able to focus its attention on the strategic vision regarding issues that will shape the future of the profession.

The Council's members will include the Institute's elected officers, its immediate Past President, and its EVP/Chief Executive Officer (as a non-voting member); about 35 regional representatives, selected by regions within the United States such as Regional Directors are chosen for the Institute's Board now; one representative of the International Region; one Associate representative; one student representative; one representative of the Council of Architectural Component Executives (CACE); and as many as five at-large representatives chosen each year by the Strategic Council for staggered two-year terms. This means that as many as 10 at-large representatives might be members of the Strategic Council at any one time.

The at-large representatives need not be Architect members, but could be Associate members, students, CACE representatives, members of the public, or others whose views and abilities could be of use to the Strategic Council.

Subject to Board approval, the Strategic Council may appoint additional representatives to ensure that its size, composition, and competencies support the goals of flexibility, diversity, and representation. The overall membership of the Strategic Council would ordinarily be about 55 or so, but in no event will it exceed 60 members.

The Strategic Council will determine its own leadership structure. The Council may meet in regular meetings in person as often as twice annually (or more frequently if approved by the Board). The Council may also convene in special meetings by virtual means. Council members will be Delegates-at-Large at the AIA National Convention.

➤ **Although the Board will retain ultimate management authority for the Institute, the Strategic Council will play its own important role.**

As noted above, the Strategic Council will elect three At-Large Directors to the Board. It will engage in strategic planning, and commission a regular process to survey the profession, identify threats and opportunities, and inform the goals, objectives and strategies of the Institute in order to help guide the Institute's planning process. In addition, the Council will review the Institute's operating plan and budget, and provide its endorsement and/or recommendations for the Board's consideration. It will also develop and recommend public policy positions on behalf of the Institute for consideration and potential approval by the Board. It will identify issues and opportunities for Institute consideration, and disseminate information and insight to constituencies about the Institute's priorities and activities.

The Strategic Council will ensure that its composition reflects and represents the geographic and demographic diversity of the profession. It may propose committees, ad hoc workgroups and task forces to advance its purpose, subject to Board approval. (This authority will not apply to standing Board committees, such as the Finance and Audit Committee and the Compensation Committee, which will be subject to the sole authority of the Board.)



**AIA GOVERNANCE PROPOSAL
FREQUENTLY ASKED QUESTIONS
APRIL 9, 2014**

WHY IS THERE AN INTEREST IN GOVERNANCE CHANGES AT THIS POINT?

Based on extensive feedback received through the AIA's Repositioning initiative, the Institute's Board of Directors has been discussing ways to make the Institute's governance more efficient, effective and responsive for the benefit of our members. Addressing the governance structure now will help open the way for other Repositioning efforts to take root.

HOW HAS THE BOARD DEVELOPED THE PROPOSAL THAT IT IS PRESENTING NOW?

The Board has offered a proposal – detailed below – and is sponsoring related amendments to the Institute's Bylaws for consideration by the delegates at the AIA National Convention in June. The proposal is based on a detailed assessment of effective practices in non-profit governance as well as several internal AIA studies conducted in the past. It results from multiple preliminary proposals, many months of Board discussion, and ultimate agreement by the Board that it reflects the best strategy for AIA governance to support the goals of Repositioning.

IF THE CONVENTION DELEGATES APPROVE, WHAT WILL THE PROPOSAL DO?

If approved, the proposal will:

- **Restructure and reduce the size of the Board of Directors.** This is designed to make the Board more nimble and better able to respond to challenges and opportunities for the Institute while enhancing pathways to leadership and Board service for more AIA constituencies.
- **Create a Strategic Council.** This new body will advance the profession of architecture by informing the Board and other Institute bodies of important professional issues and opportunities. Since the Board will focus primarily on fiduciary responsibilities, the Council will be able to focus its attention on the key strategic issues that will shape the future of the profession.

WHAT WILL THE RESTRUCTURED BOARD DO?

The Board will remain responsible for the general management of the Institute's affairs. Thus, the Board will continue to have control of the Institute's property, fix its policies, authorize expenditures, and take all necessary and proper steps to carry out the purposes of the Institute and promote its best interest.

CAN YOU GIVE US MORE DETAILS?

After restructuring, the Board will (among other things):

- adopt a **general budget** after consulting with the Strategic Council
- define the Institute's **continuing education** requirements for Architect members
- decide whether to adjust **dues for inflation** (within limits fixed by the Bylaws)
- provide for **dues incentive programs** for new members and those advancing to Architect membership, and for dues installment payment programs
- establish and restructure the Institute's **regions** (within criteria set by the Bylaws)
- sponsor **Bylaws amendments** for consideration at the AIA National Convention
- change the **AIA Code of Ethics**, and appoint members of the National Ethics Council

Board members will continue to be Delegates-at-Large to the AIA National Convention.

WHAT WILL BE THE COMPOSITION OF THE NEW BOARD?

The proposal will reduce the Board from more than 50 members, to no more than 16:

- **Four officers**, elected by the delegates at convention:
 - AIA President (1-year term)
 - AIA President-elect (1-year term, automatically succeeding to Presidency)
 - AIA Secretary (2-year term)
 - AIA Treasurer (2-year term)

- **Six to Eight At-Large Directors:**
 - Three At-Large Directors elected by the delegates at convention (staggered 3-year terms)
 - Three At-Large Directors elected by the Strategic Council (staggered 3-year terms)
 - As many as two At-Large Directors selected by the President, but subject to Board approval (terms no longer than the selecting President's term)

- An **Associate Director** (2-year term)

- A **CACE Director** (1-year term)

- A **Student Director** (1-year term)

- The Institute's **EVP/Chief Executive Officer** (non-voting)

WHAT ARE THE REQUIREMENTS FOR THE AT-LARGE DIRECTORS?

At least two-thirds of the at-large Directors elected by the delegates at convention and by the Strategic Council must be Architect members, and at least five of the total at-large Directors will be Architect members. The others could also be Architect members, or they might be Associate members, students, CACE representatives, members of the public, or other people whose views and abilities could be of use to the Board.

WILL ARCHITECT MEMBERS HOLD A MAJORITY OF THE BOARD SEATS?

Yes. This will happen because all officers must be Architect members and at least five of the at-large Directors will also be Architect members. To remove any doubt, the Bylaws will also specifically state that Architect members must hold a majority of the total seats on the Board.

HOW WILL THE BOARD BE REDUCED?

When the transition to the restructured Board is complete, it will no longer include its current four Vice Presidents, or its approximately 35 Regional Directors. In addition, the proposal will eliminate one of two current Associate Directorships, one of two CACE directorships, the International Directorship, and both Public Directorships. Most of these positions will, in effect, move to the Strategic Council.

WITH THE ELIMINATION OF THE DIRECTORSHIPS MENTIONED ABOVE, DOES THAT MEAN THAT THE AIA WILL NO LONGER HAVE LEADERSHIP REPRESENTATION FOR THE GROUPS THEY REPRESENTED?

These groups will continue to have a strong voice within the Institute's new governance structure:

- People from each of these groups will be eligible for selection as at-large Directors on the Board of Directors
- Associate members, CACE, and students will continue to have dedicated seats on the Board, as well as on the Strategic Council.
- Regional representatives on the Strategic Council (including one from the International Region) will be selected in the same numbers and the same manner that Regional Directors are now selected for the Board.

HOW WILL THE TRANSITION TO THE RESTRUCTURED BOARD WORK?

Since the law entitles Directors to finish their terms of office, the transition to a smaller Board may take some time. Assuming the delegates at this year's convention approve the proposed Bylaws amendments, the transition would begin immediately. As Directors whose positions are affected leave the Board – by completing their terms or through resignation – their positions will be eliminated. Directors who resign early will be able to join the Strategic Council, for the periods that remain on their Board terms when they resign. Although the transition could take as long as three years, early

resignations could begin to reduce the Board's size and therefore speed the transition immediately.

UNDER THE NEW MODEL, WILL IT BE POSSIBLE TO REMOVE DIRECTORS?

Yes. Any Director could be removed for or without cause by affirmative vote of those entitled to elect the Director to office. Thus, if the Strategic Council elected an At-Large Director, it would also have the right to remove that Director at any time for any reason or no reason at all.

WHAT WILL THE STRATEGIC COUNCIL DO?

The Strategic Council will advance the profession of architecture by informing the Board and other Institute bodies of important professional issues and opportunities. Among other things, it will:

- elect **three At-Large Directors** to the Board of Directors.
- engage in **strategic planning**, and commission a regular process to survey the profession, identify threats and opportunities, and inform the goals, objectives and strategies of the Institute in order to help guide the Institute's planning process.
- review the Institute's **operating plan and budget**, and provide its endorsement and/or recommendations for the Board's consideration.
- develop and recommend **public policy positions** on behalf of the Institute for consideration and potential approval by the Board.
- identify **issues and opportunities** for Institute consideration.
- disseminate **information and insight** to constituencies about the Institute's priorities and activities.

Strategic Council members will be Delegates-at-Large at the AIA National Convention.

HOW WILL THE STRATEGIC COUNCIL BE STRUCTURED?

As noted above, there will be a transition period as the governance proposal takes effect. When the transition is complete, the Strategic Council will include:

- **AIA Officers and the Immediate Past President:**
 - AIA President
 - AIA First Vice President/President-elect
 - AIA Secretary
 - AIA Treasurer
 - AIA Immediate Past President
 - AIA EVP/Chief Executive Officer (non-voting)
- Approximately **35 regional representatives** (staggered 3-year terms). These representatives will be apportioned to the regions and selected by them much as Regional Directors are now selected for service on the Board.
- A **Representative from the International Region** (3-year term, may not serve more than one consecutive term)
- An **Associate Representative**
- A **Student Representative**
- A **CACE Representative**
- **Ten At-Large Representatives** (staggered two-year terms). Like At-Large Directors on the Board, At-Large Representatives to the Council might include Architect members, Associate members, students, CACE representatives, or members of the public.

The Strategic Council may appoint additional representatives to ensure that its size, composition, and competencies support the goals of flexibility, diversity, and representation, all subject to Board approval. The overall membership of the Strategic Council would ordinarily be about 55 or so, but in no event will it exceed 60 members.

WILL THE STRATEGIC COUNCIL BE ABLE TO FORM COMMITTEES?

Yes. The Council may propose committees, ad hoc workgroups and task forces to advance its purpose, subject to Board approval. (This authority will not apply to standing Board committees, such as the Finance and Audit Committee and the Compensation Committee, which will be subject to the sole authority of the Board.)

HOW WILL THE BOARD AND THE STRATEGIC COUNCIL RELATE TO EACH OTHER?

The Strategic Council will be organized as a committee of the corporation (rather than as a committee of the Board), and will have its own essential role defined in the Institute's Bylaws. The Board will remain the sole governing body of the Institute, and thus the Strategic Council will not have the authority to bind the Board. The two bodies will work together in partnership to advance the aims of the Institute.

CAN YOU GIVE AN EXAMPLE OF HOW THE BOARD AND STRATEGIC COUNCIL MIGHT APPROACH AN ISSUE?

One way of looking at this would be to think about a proposal to change AIA membership categories. The Board might come up with the idea of creating a new category, and pass that idea along to the Strategic Council for its thoughts and recommendations. Or, the Strategic Council might originate the idea, and offer its suggestions to the Board on its own initiative. The Board would then decide whether to sponsor an appropriate Bylaws amendment for consideration by the delegates at convention.

WHAT WILL HAPPEN TO THE AIA EXECUTIVE COMMITTEE?

The Institute currently has an 11-member Executive Committee. It will remain in place at first, but will be eliminated as total Board membership declines to fewer than 20, or as its own membership dips below seven. One reason for the move to a smaller Board is to avoid the "board within the board" dynamic that can often be a byproduct of an Executive Committee.