

1 **IAATO Town Hall Special Meeting**

2 Online ~ October 26, 2020

3 1900 UTC

4 Meeting Minutes

5 FINAL

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- 8 • The meeting was attended by Operators and Associates. There were 34 voting members
- 9 present. The meeting was quorate.
- 10 • Meeting notes were taken by Janeen Haase and Amanda Lynnes and Meeting Minutes
- 11 were compiled by Janeen Haase.
- 12 • A list of the registered members follows this document as Appendix A.

13 Meeting Agenda

- 14 1. Welcome to session
- 15 2. Anti-trust Admonition
- 16 3. Meeting Protocol
- 17 4. Update on IAATO Status
- 18 5. Bylaws Discussion & Vote
- 19 6. Open forum discussion regarding IAATO/AECO relationship

20 Agenda Item 1. Welcome to Session

21 Mark van der Hulst, Chair of the Executive Committee (EC), welcomed members to the meeting.

22 Mark asked for a vote to approve Gina Greer as Chair of the meeting. There were no objections.

23 Gina was approved as Meeting Chair.

24

25 Agenda Item 2. IAATO Antitrust Admonition

26 Janeen Haase, Director of Governance and Finance, read the IAATO Antitrust Admonition.

27

28 Agenda Item 3. Meeting Protocol

29 Hayley Collings, Communications & Engagement Manager, detailed the meeting protocol for

30 members. Hayley shared a slide to demonstrate how to change names. Gina reminded members

31 the NDA was agreed to upon registration. Gina apologized to Frigg and the EC and Members of

32 AECO for breaking the NDA for their annual meeting the previous week.

33

34 Agenda Item 4. Update on IAATO Status

35 Lisa Kelley, Deputy Executive Director, gave a status update. (See full text of Lisa's prepared

36 comments below)

37 As of today, Monday, October 26, we have received \$686,000 in dues and fees from our

38 members. The total outstanding receivable is approximately \$26,000, from 12 members (3

39 operators & 9 associates). The Secretariat along with the Executive Committee has been

40 proactively reaching out regarding outstanding dues and fees.

41 Reflecting the challenges of the current environment, 10 associate members have resigned as

42 of October 26. We understand the difficulties these associates are facing and hope they are

43 able to reconnect with IAATO in the future.

44 As outlined in the budget presented at the annual meeting, and part of the response to COVID-
45 19, the entire Secretariat reduced its hours by 20% at the beginning of October. In preparation
46 for the impact of this reduction in salary, some of the team members identified outside work
47 opportunities and reduced their hours in August.

48 Additionally, one team member, Vicky Dowdeswell, the Assistant Communications and
49 Engagement Manager, decided to leave IAATO. Vicky was a fantastic addition to the Secretariat
50 team and we miss her. We wish her all the best with her new endeavors.

51 As we continue to monitor the financial assets of the association, we have chosen not to
52 replace her position at this time.

53 With regards to anticipated cash, at the annual meeting we shared the association was
54 projected to have cash into the calendar year of 2022. Our projections still support this.

55 As we continuously monitor our spending and look for opportunities to save, we will continue to
56 provide quarterly updates regarding finances to the Membership.

57 Looking ahead at the upcoming season, the following information is today's status of IAATO
58 Operators seasonal plans. It is important to note this is the publicly available information, which
59 the Secretariat has been given permission to include.

60 As you are aware, many of IAATO's Operators have made the difficult decision to cancel the
61 season. Currently 29 of 52 Operators have cancelled their season, 7 vessel Operators have not
62 entered anything into the ship schedule and 16 Operators currently have plans to Operate

63 The Secretariat continues to support those who are yet to determine their next steps for the
64 season ahead, and will be in place to support any Operations which take place throughout the
65 season.

66 Agenda Item 5. Bylaws Discussion and Vote

67 Steve Wellmeier, Chair of the IAATO Bylaws Committee, introduced the Bylaws changes
68 discussion. (See text of Steve's prepared comments below)

69
70 Thanks for giving us the opportunity to present to you some proposed changes to the IAATO
71 Bylaws. We hope you've made the time to review them carefully and understand the purpose
72 and intent of the proposed changes.

73
74 First, just a few comments about the Bylaws in general. These are my opinions and you are
75 certainly welcome to have other views. My belief is that the Bylaws should be as simple as
76 possible – less is often more. The Bylaws should be clear, but not overburdened with
77 prescriptive detail.

78
79 More specific details outlining requirements or guidelines can be left to other documents –
80 actions that have already been agreed by voting members – and which can be found elsewhere
81 on the IAATO website. The Secretariat is now in the process of making sure these documents –
82 with actions that were proposed and agreed at previous annual meetings – can more easily be
83 found by IAATO members, particularly provisional operators who have a lot of catching up to do
84 as new members.

85

86 Bylaws should be clear, but in some cases – and again, this is my opinion – there needs to be
87 some wiggle room in the way Bylaws can be interpreted. Generally, this interpretation is done
88 by the Executive Committee, who we vote in to provide oversight to the Secretariat and to
89 sometimes make tough decisions on membership and other issues. Obviously, their decisions
90 should be based on what’s been decided and approved in the past, what’s been documented,
91 precedents set, and so forth. But sometimes they have to establish a precedent, such as they
92 did this past year regarding an issue that is addressed in what we’re today calling Bylaws
93 Proposal #1.

94 *Steve outlined Bylaws proposal #1*

95 With this proposal, we are hoping to codify a procedure or process regarding non-payment of
96 dues or fees within the timeframe already established in the Bylaws. It is a shortcut, if you will,
97 which bypasses the normal Rules of Procedure for placing a member in the status of “not in
98 good standing.” Why do we need it? Bottom line: to save the Secretariat, the Executive
99 Committee and the Compliance & Dispute Resolution Committee (CDRC) a lot of time and effort
100 in resolving an issue that is pretty clear cut and straightforward: a member has not paid their
101 dues or fees within the timeframe established in the Bylaws.
102

103 By automatically placing a member in Probation, the process that would be approved with this
104 proposal provides the Executive Committee with the authority and responsibility it needs to
105 work out a satisfactory payment schedule – a schedule that hopefully allows the member to
106 attain “in good standing” status in a timely manner.
107

108 To assist the Executive Committee with this, we’ve drafted an internal document – which
109 you’ve seen – called “Criteria & Conditions.” This document can be updated and changed from
110 time to time by the Executive Committee as needed. The Executive Committee will work closely
111 with the Secretariat – and sometimes with the Compliance & Dispute Resolution Committee – in
112 order to establish a workable path for the member to again attain “in good standing” status.

113 Steve opened the floor to discussion:

114 A member agreed with everything but asked why the additional restrictions. He asked if we
115 could change the terminology to “additional conditions”.

116 The suggested wording was shared on the screen.

117 A member had no big issues against the direction of this meaning but posed a question to
118 whole membership whether it was the right time to implement this. He also questioned
119 ‘automatic sanctions’ terminology.

120 Steve responded – the word automatic takes it out of the realm of the CDRC Rules of Procedure
121 (RoP). This is essentially a short cut and saves us from having to go to the EC or CDRC. This is to
122 avoid the long and deliberative process of the RoP for something that is basically
123 straightforward. This could be deleted but is open to debate. He further clarified that the EC
124 would have latitude and the ability to handle as it sees fit according to the member’s and the
125 association’s needs. He agreed that deleting the word ‘automatic’ would not change the
126 meaning of this change.

127 Another member mentioned the next section which states that it would be reported to the
128 operator's National Authority (NA). He did not think this should be reported for non-payment of
129 membership dues.

130 Steve responded that in his view whether or not to report this was up to the EC and the
131 Secretariat.

132 The Chair of the EC noted that when this kicks in it is already four months after payment is due
133 and thus he had no problem with the word 'automatic' in this perspective. He reminded
134 members that with membership comes responsibility, and this is something that needs to be
135 fixed. He was supportive of this change.

136 A member agreed with the comment about notifying an operator's NA saying we need to be
137 careful about how or why IAATO reports to an NA. This could cause bigger problems in keeping
138 everyone under the big umbrella. She also did not like the term automatic sanctions and would
139 rather see the wording that could result in category change.

140 Steve noted that if that would be the case the way the bylaws are written is useless. As the
141 Chair of the EC pointed out, all involved have four months to work this out. They are in contact.
142 If the member is not responsive and cannot come to some resolution in four months then this is
143 a fair sanction. Then they are a member not in good standing and then have another four
144 months to pay and still benefit from Ship Scheduler (SS), field updates, etc. until they are
145 excluded from the association. He could not see how this would not be agreeable to all
146 members.

147 A member had no problem with the Nov. 1st cut-off date but wondered if somebody forgot and
148 paid their dues on Nov. 10, for example would they automatically go back into good standing.

149 Steve noted that this process leaves the option up to the EC. Once they have worked out an
150 agreeable payment with the EC they could be back in good standing. However, if they fail to pay
151 by March 1st they are no longer a member and would have to re-apply. Steve reiterated that this
152 change was designed to take the CDRC out of the process to avoid them becoming bogged
153 down in straightforward matters.

154 A member reminded members that the bylaws as they stand prior to this meeting permit non-
155 paying members to have the same rights and benefits as paying members. He asked others if
156 we as paying members are happy for this to continue. This change attempts to fix this. He fully
157 supported the changes that have been put forward for the bylaws.

158 A member asked if the EC has the power to reverse the decision if payment is made after the
159 deadline, where is this was written in this proposal.

160 The Chair of the EC said that would constitute a change of condition and by the currently
161 revised wording this would be covered. Before a member is put on probation, there is a lot of
162 communication between the member and the Secretariat – this would not be a surprise for
163 anyone. They would also know the deadline is coming through reminders sent by the
164 Secretariat. If the payment comes on the second day, this wording gives room to change the
165 status.

166 A member returned to the NA notification issue and also did not feel that the NA should be
167 notified and feels that this is outside IAATO's remit.

168 Another member supported the wording but asked for clarification regarding going to an NA
169 about an operator being a member not in good standing. He assumed that this is so that the
170 member can no longer use the IAATO branding, etc.

171 Steve then clarified that an operator not in good standing still has access to use of Ship
172 Scheduler, field updates, etc. in order to operate safely and with the safety of other operators in
173 mind through March 1st. They are supposed to take the logo off website and any marketing
174 materials and would be removed from the IAATO website. The EC is the body that needs to
175 decide what the member needs to do to get back in Good Standing. Steve reiterated that the
176 bylaws should not be so prescriptive and the EC should be allowed to interpret them in a way
177 that best serves the association and its members. In terms of notifying an NA, therefore, is up
178 to the EC to decide.

179 Another member supported this measure. Commented on criteria and consideration. Point 3 –
180 EC and Secretariat should take in any extenuating circumstances into account. The EC has
181 leeway to work with that operator. She also looked at how a member gets re-instated and asked
182 if we could add "reinstatement is at the discretion of the EC" to the language of the bylaws or
183 the criteria and conditions document.

184 It was agreed that this was a good suggestion and the Secretariat would look at this further to
185 revise and add the language accordingly.

186 **Article III - Section H:**

187 *Members are expected to pay annual dues and passenger fees, if applicable, by July 1 of each*
188 *year. A waiver may be requested by June 15. Agreed late charges will be applied. If a member is*
189 *not current with annual dues and passenger fees by November 1 of the financial year in which*
190 *they are due, the member will not be in good standing, initiating a sanction of probation.*
191 *Additional conditions may be applied, as determined by the Executive Committee.*

192
193 The Proposal was edited as above and was put to the vote:

194	Yes	31
195	No	0
196	Abstain	0

197 **DECISION:** The Bylaws changes to Article III Section H were approved.

198 *Steve outlined Bylaws Change #2*

199 Steve introduced the changes proposed noting that this proposal is also designed to deal with
200 an issue that's come up in recent years, and that is finding a way to allow a member "not in
201 good standing" to attend relevant portions of the annual meeting. Currently, the Bylaws don't
202 permit a member "not in good standing" to participate in the meeting at all.

203
204 The restrictive nature of this current wording doesn't allow a member to address IAATO
205 members in person and update them on progress made on an infraction, what it's done to fix
206 the situation and so forth. Obviously, members want and need to hear this and to be satisfied.

207

208 It's important to note that this proposed change DOES NOT prevent a member who isn't yet
209 voted "not in good standing" by the members to attend all sessions of an annual meeting, as
210 currently described in the Bylaws.

211 The Meeting Chair opened the floor for discussion:

212 A member sought clarification on when and how members will be made aware that a member is
213 not permitted to join the annual meeting.

214 Steve pointed out that the bylaws are pretty clear on this. There is always the ability to limit
215 discussion to operators only. It is not clear whether it is appropriate for member not in good
216 standing to participate in all discussions.

217 Gina then clarified that if a member not in good standing were allowed to participate in a
218 discussion they would not be allowed to vote.

219 A member asked what would be the parameters that the EC would use to determine which
220 sessions would be allowed for a member not in good standing to attend.

221 Steve said we could leave it up to the EC to determine. He gave some examples, such as
222 updating members on fixes they have made, operational technical safety discussions, etc. We
223 vote the EC in for a reason and let them manage these decisions with the help of the
224 Secretariat and the CDRC when necessary.

225 A member suggested changes to the text which were adopted into the proposed changes.

226 Another member asked for clarification on whether sessions requiring a vote are for members in
227 good standing only.

228 Steve said, no and asked members to please keep the words 'discussion' and 'vote' separate. It
229 is clear in the bylaws that a member not in good standing cannot vote.

230 A member of the EC returned to Steve's original point which supported that the Bylaws should
231 be kept simple and not prescriptive and also supported the changes suggested by the member
232 above.

233 Another member also supported Steve's example saying that whoever is a member not in good
234 standing should have the chance to speak and defend themselves in front of other operators.

235 The changes were shown and amended as follows:

236 **Article VII, Section C as follows:**

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238 *Attendance at the Annual Meeting is reserved for members in good standing. Members not in*
239 *good standing, may be permitted to participate in some sessions at the discretion and*
240 *invitation of the Executive Committee. Discussions requiring a vote may be limited only to*
241 *Operators who are members in good standing.*

242
243 *Operators also have the right to request that discussion of extraordinary issues be limited to*
244 *Operators who are members in good standing. Non-members interested in attending the*

245 *Annual Meeting must request the right to attend by contacting the Secretariat. Non-members*
246 *are limited to attending open sessions. The Membership reserves the right to invite experts or*
247 *others, as necessary, to attend closed sessions.*

248
249 The Meeting Chair opened this for vote:

250 Yes 30

251 No 0

252 Abstain 1

253 **DECISION:** The changes to the Bylaws Article VII Section C as shown were approved.

254 Agenda Item 6. IAATO/AECO Relationship Discussion

255 The Meeting Chair opened the floor for discussion.

256 A member started this discussion saying that he was intrigued with this idea. Mergers can take
257 many forms. He asked if there were members of the secretariat who could put together a
258 framework as to what this would or could look like. He used a SWOT analysis as an example,
259 noting that this would be valuable for us to see the benefits, threats etc. He asked, what are
260 objectives, impetus, etc., suggesting that it should all be laid out for members to understand
261 why and where they are going.

262 A member noted that for those who only work in Antarctica he was not sure how this would be
263 beneficial.

264 Another member said that for IAATO this would be already a concern. He said that financially for
265 members this would be a benefit. He also noted that we already have partly merged
266 relationships with AECO so we should remain open-minded, consider the benefits and not
267 exclude anyone operating in only one hemisphere.

268 A member agreed that this concept was interesting but warned of the danger in only discussing
269 this in just a few minutes. He said he could outline many reasons why this would not be
270 beneficial and suggested that we create a joint working group that makes an overview of where
271 the two organizations overlap.

272 The Chair of the EC informed members that the ECs from both organizations met a few weeks
273 prior to this meeting and discussed the already outlined overlap of the two organizations. He
274 said there could be many pros and cons and reminded members that mergers cost money and
275 that is something that neither organization has right now.

276 A member commented that there is an opportunity to study benefits right now. This could help
277 both to avoid redundancy and increase efficiency.

278 Another member also saw a huge potential for working together. She asked what a lower level
279 of collaboration might look like, for example. committees, polar code, clean seas, etc.

280 A member noted the marine synergy in the discussions but reminded the meeting that the
281 interests of deep field and terrestrial operators should be considered. There could be a risk of
282 losing focus on these operations. Important to preserve this in any discussion.

283 Another member asked how Antarctic-only operators could learn more about AECO and what
284 the synergies might be.

285 Gina Greer, IAATO Executive Director, noted that this was a fair point.

286 A member wanted to learn what the fee structure of AECO is.

287 A member noted that everything that had been said is valid and inevitable. She noted that this
288 idea was not new but has always been 'too difficult'. It throws up opportunities and this is an
289 extraordinary chance to do it. She thought one of the goals of a merger like this would be to
290 take both associations to the next level. She supported the suggestion above of doing SWOT
291 analysis, etc. She thought this was a good idea and well worth exploring.

292 Another member said that examining fee structures were Stage Five and we are at Stage One.
293 We need to first identify overlap and synergies (and non synergies). He stressed the need for
294 analysis before we take this idea further.

295 The Meeting Chair noted that this would not be the end of the discussion. She noted that the
296 association is mindful of giving members the chance to weigh in but will be looking to do some
297 type of survey mechanism to enable members to give thoughtful feedback and to give
298 members an opportunity to get involved. She reminded members that we need to be sensitive
299 to the fact that the Secretariat has had their hours reduced, so member involvement is
300 important.

301 The Chair of the EC thanked everyone for joining the meeting and making decisions and for the
302 willingness to share thoughts from each of your perspectives. He said members have always
303 shown how we can deal with difficult situations which have always led to better things that
304 make us stronger. Let's see where this leads us. We will get back to members with a survey.
305 There is no decision with the last part of this session. We are just looking at opportunities.

306 He said it was good to see everyone and hope to be able to see everyone in person again soon.
307 Pity we cannot see each other down south. Thank you.

308 Meeting is closed.

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