



International Policy Governance Association

The Voice for Excellence in Owner-Accountable, Effective Governance

2017-2018 IPGA Annual Report

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Organizational Information

About the Association

The International Policy Governance Association (IPGA) was incorporated in New York State on March 12, 2001 as a 501(c)(3) not for profit organization and officially launched in Toronto, Ontario, Canada on June 22, 2001. This year (2018) marks the Association's seventeenth full year of operation.

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Website

<http://www.policygovernanceassociation.org/>

Legal Address

5300 Lakewood Road
Whitehall, Michigan 49461 USA

2017-2018 Board members

Hartger Wassink
(Second Term Expiring 7/2020)
Email: post@hartgerwassink.nl

Chief Governance Officer

Anne Dalton
(Second Term Expiring 7/2019)
Email: adalton@ajli.org

Board Secretary

Rose Mercier
(Second Term Expiring 7/2018)
Email: rose@governancecoach.com

Joseph Inskip
(Second Term Expiring 7/2019)
Email: joseph.inskeep@gmail.com

Kay Stevens
(First Term Expiring 7/2018)
Email: kes1106@gmail.com

David Gray
(First Term Expiring 7/2020)
Email: david@davidgray.co.nz

Ray Tooley
(First Term Expiring 7/2020)
Email: rtooley@ourboardroom.net

This board benefits from representation from the USA, Canada, The Netherlands, and New Zealand. Biographies of all our board members are on the IPGA website.

List of Board Meetings

2017

- July 5
- August 23
- September 5
- September 22 (extra)
- October 10
- November 7
- December 12

2018

- January 9
- February 13
- March 13
- March 27 (extra)
- April 10
- May 8
- June 12
- June 21 (Conference)

Chief Executive Officer

Caroline Oliver (June 22, 2013 to December 13, 2017)

Deceased January 7, 2018

Interim co-CEOs

Michael Palmer, coordination of operations and transition process

Email: mpalmer@policygovernanceassociation.org

Karen Fryday-Field, CEO for strategy (Ends interpretation, knowledge development and Policy Governance consistency)

Email: kfryday-field@meridianedgeconsulting.com

IPGA Board of Directors 2018 Annual Report to Members

In remembrance of Caroline Oliver

It has been a tough year for IPGA in general, and that means also for the Board of Directors. Although we began the board year energized by the support we received at the AGM for the new strategy, and for starting the transition process, this positive start was quickly overshadowed by the deteriorating health of our CEO, Caroline Oliver. Much sooner than we thought, she had to let go of her responsibilities in December 2017. When she passed away on January 7th, 2018, IPGA not only lost its CEO and founder, but the Policy Governance community lost a great source of inspiration and dear friend. It is not an overstatement to say that a lot of us at IPGA still think of her almost every day, and miss her deeply.

True to her commitment to IPGA, Caroline had prepared for this situation and her emergency succession plan was quickly put in motion. From early January 2018, Michael Palmer and Karen Fryday-Field have jointly taken over Caroline's responsibilities as co-interim CEOs. We have been very fortunate to be able to fall back on such capable interim leadership.

Although these events unquestionably define our appraisal of the board year 2017-2018, it has been also a year of transition, in which a lot was accomplished. We'll discuss the highlights in the remainder of this year report.

General board priorities from Board Year Plan

The board set the following priorities at the beginning of the board year:

- **Ownership Linkage:** To be able to set the right priorities in the process of transition, we planned to have a lot of interaction with our members and other moral owners.
- **Governance Process:** as a result of the turbulent year before, where we unexpectedly had to devote a lot of board and CEO time to urgent situations, monitoring had become somewhat irregular. The board set out to return to a more regular schedule this past year.
- **CEO Monitoring and Evaluation:** Caroline Oliver had been CEO since 2013; she had indicated she would like to step down in 2018. The board planned to take a year to complete CEO monitoring and evaluation in order to make the transition to a new CEO, preferably in a paid position, from mid-2018.
- **Future Focus and Board Education:** In the years prior, the board had obviously spent a lot of time discussing the future of the organization. This year, the emphasis was to be more on working out the details of the new strategy, so less time was envisaged for general discussions on the future. The priority for board education, was in further developing governance excellence, for instance by making better use of OurBoardroom.
- **Board Process and Development.** The new strategy for the organization necessitated a thorough review of the policy manual to reflect the new vision and strategy. A complete review of all means policies was planned.

Results of the board year

We'd like to highlight the following results of the board year:

- The transition process to the new name, new Articles and bylaws for the organization.
- Review of the Policy Manual to accommodate the strategy change.
- CEO emergency succession and CEO recruitment.

We will further discuss each of these results below.

Transition Process and Continued Commitment to Policy Governance

During the AGM in San Diego, the AGM supported the board proposal to change the name of the organization. The considerations and events that led to this profound change have been discussed extensively in the board year report over 2016-2017. Following that AGM, the board continued the visioning process initiated earlier that year by the CEO, by focusing on new Ends and laying the groundwork for creating a new name for the organization. The board and CEO continued to benefit in this process from the committed and skillful guidance of Toufic Hakim, Eve Wenger and Kathy Wiener from Group I&I.

Because the focus in the visioning process shifted towards developing new Ends, the board took over responsibility of this process. The board decided on new Ends in an extra board meeting in September. After that, the Leadership Team (a group of IPGA members who lead various hubs and committees), along with other active members of IPGA held video meetings several times in fall 2017 to discuss the new Ends. This resulted in some additional amendments to the new Ends, most importantly concerning the reference to Policy Governance in our Ends. After extensive discussion, the board decided in its November board meeting to continue the reference to Policy Governance in its Ends policies. In keeping this reference, we want to express our continuing commitment to Policy Governance as the best available principled, system for achieving owner-accountable governance. See the appendix for the full new Ends policies.

The board continues to consider Policy Governance the highest possible governance standard currently available. We have also provided freedom to our CEO to explore a rigorous and justified evolution of the model and to be open to alternative approaches for achieving principled, owner-accountable governance. As an organization we wish to focus on what can be achieved through high impact governance excellence.

The board thinks a more open approach helps to emphasize the development, research, support and discussion of how Policy Governance can be put into practice. Being open to other approaches, we believe we can engage in a fruitful, broad discussion on excellence in governance and benefit from valuable additional insights. This broad discussion up to now proved to be hampered because of our sole focus on Policy Governance.

John and Miriam Carver are the 'authoritative sources' for Policy Governance and owners of the

service mark, and therefore ‘keepers’ of Policy Governance. Nothing changes in that respect. We are grateful to John and Miriam Carver for their wisdom and generosity in making Policy Governance available to the world to use to its benefit.

We hope to maintain, and continue to benefit from a respectful relationship with the Carvers. And of course, we remain committed to using the Policy Governance principles in governing our organization.

After the final vote on the revised Ends, Karen Fryday-Field, in her role as co-interim CEO for strategy, started a process of Ends interpretation.

The board next concentrated on revising the Articles of Incorporation and Bylaws, to reflect the changes in focus of the organization, and the new name that was adopted. After intensive preparation by Anne Dalton, the board secretary, and supported by Michael Palmer, the co-interim CEO for operations and transition, the board voted at its May meeting to accept the new Articles and Bylaws to be proposed to the AGM in June.

When the board had concluded discussions with the ownership on the new Ends, Michael Palmer, co-interim CEO, started a process of developing a new name for the organization with ongoing support from Toufic Hakim and Eve Wenger. This process proved to be as complicated as the Ends development process. After several rounds of feedback on a very long list of alternatives, the board finally decided in its April Board Meeting on one of the alternatives of the latest shortlist that had been circulated to the membership for feedback.

Review of the Policy Manual

Another significant piece of work was the review of the three other policy categories. All of the means policies were thoroughly reviewed to ensure they reflected the changing approach of the organization, as well as the new name of the organization. The new means policies of the Policy Manual were approved in their entirety in the January Board Meeting.

CEO Emergency Succession and CEO Recruitment

As mentioned above, our former CEO Caroline Oliver indicated in early 2017 that she would like to resign as CEO at the end of 2018. The board then started planning a process to find a new CEO, and expressed the desirability of having this be a paid position. There are some significant conditions to be met before this can be realized. Although the financial situation of the organization has improved under the leadership of Caroline Oliver and with the experienced support of Treeline Associates, our resources are still not sufficient enough to support a paid CEO. Caroline had already initiated the search for external funding to support IPGA, as an additional source of income. However, successful fundraising is contingent upon having a clear new vision, expressed in new Ends and a new name.

When Caroline’s health deteriorated in the fall of 2017, the board’s priority shifted to implementing the Emergency Succession plan. Caroline’s commitment to IPGA was immense,

so her tasks and activities had to be distributed over a large group of volunteers, who had agreed in advance to take on various roles.

The board voted in December 2017 to appoint Karen Fryday-Field and Michael Palmer as co-interim CEOs as an interim solution to filling the demanding task of CEO. Karen and Michael distributed tasks between them, but together remain accountable to the board.

Karen, as the co-interim for strategy, immediately started overseeing the process of Ends interpretation, and Michael, as co-interim for operations, took over all activities with regard to the transition process. From March onward, the board could refocus on recruiting a new CEO. In April, the CEO posting was circulated, with the interviews and selection process planned for May and June.

Other Developments

Needless to say, the issues discussed above required a lot of the time and energy of the board. This means we have not achieved as much progress on other priorities as we would have wanted. Although the board has done the monitoring that was necessary to be in control of the most vital aspects of the operation of the organization, we think we can still do a better job with regard to monitoring. On the other hand, we have succeeded in making better use of OurBoardroom. This has resulted in an efficient way of carrying out meetings, and having a reliable way of looking up board minutes, documents and decisions in a central, online accessible space.

A final board development that merits mention here, is that as of this board year, we have asked members of the International Young Governance Professionals Association to attend our board meetings as observers. We hoped, as a result, to benefit from insights of young members of our moral ownership. As of September 2017, three young governance professionals have alternated their attendance at the board meetings. In a year where the board has been challenged by the need to make several important and complicated decisions, the young governors' have played a vital part in the future of the organization. We thank Lindsay Falt, Michael Juech and Fiona Burgess for giving generously of their time and input.

Board Succession

Board membership terms are ending this year for Rose Mercier (second term) and Kay Stevens (first term). Kay has indicated that now she has retired she is no longer an active Policy Governance practitioner, and she would prefer to step down. However, in light of the transition period we're in, she has kindly offered to extend her stay with another year.

The board has found a nominee to fill in the place that is vacated by Rose, in the person of Harry Nijkamp of the Netherlands. Harry will introduce himself in writing to members during the AGM in Savannah.

Concluding Remarks

We started the board year report by stating that we have had a difficult year. Although the illness and loss of Caroline Oliver casts a dark shadow over the year, we are very satisfied with having reached several important, if not, historic decisions with regard to the future of the organization. We hope the membership will continue to support the board and the choices it has made, the co-CEOs, the new CEO and all of the volunteers as we work together to continue building the new organization.

We are confident that the outside world will recognize our ambitions, and that we can quickly grow a worldwide community that is committed to systematic, principled and owner-accountable governance, to make a positive change in the world. Because if there has been one defining element in the success of our organization up to now, it is the strength of our community. We hope to be able to rely on that strength and commitment in the future. We are very grateful to be working in service of such a great group of people, and will do everything to make your generous donation of time and energy worthwhile.

For our financial position, please see our financial statements attached. And, as it has been an abnormal year, an extensive report on operational achievements and key activities is included. We like to thank our co-interim CEOs Karen Fryday-Field and Michael Palmer for compiling this report, and their efforts in bringing in the organization to a new future, all the while continuing the regular activities.

Hartger Wassink

For the IPGA Board of Directors,



2017/2018 IPGA Operational Achievements and Key Activities Report

Introduction

The transition process that IPGA has started several years ago included a thorough revision of the Ends statements. Below, the highlights of accomplishments are presented, grouped on the basis of the new Ends statements. This not only gives some insight in the way current activities are aligned with regard to the new Ends. It also shows the impressive commitment of a large group of volunteers that is the key element in the continued success of the organization.

1. Global End

People around the world benefit from increasing numbers of governing boards using principled, systematic approaches to achieve effective owner-accountable governance. The results produced are worth the investment of resources.

1.1 Advancing Governance Excellence

Governing boards and those interested in governance have a shared and evolving understanding of governance excellence.

Principles for Advanced Governance developed, by the IPGA board, have begun to be actively shared in early 2018 with the governance community. These principles are designed to provide boards and others with a tool for recognizing the principles or characteristics of governance that IPGA currently believes represents excellent in governance. These principles will continue to be developed.

1.1.1 Defining Governance Excellence

Governance excellence draws inspiration from an integrated system of principles, as exemplified by Policy Governance[®], that aligns the organizational purpose with the intentions of those to whom the governing board owes its primary allegiance, and the interests of the community in which it operates.

The IPGA Consistency Team has continued to work to clarify and further expand on issues arising from the practise of the Policy Governance Principles. They worked on several new topics related to the Policy Governance Framework which enables practitioners to better understand and apply Policy Governance. These topics include:

- Who Makes Up the Moral Ownership? (white paper completed)
- Clarifying the Meaning of the “At What Cost/Worth” concept (white paper in development)
- A plan for reframing and refreshing of the Policy Governance Consistency Framework (in

development)

- The Who Makes Up the Moral Ownership? White Paper has been used in the PGP Program for policy governance training.

1.2. Achieving Governance Excellence

Governing boards and those interested in governance have the awareness, knowledge and support they need to achieve excellence.

1.2.1. Awareness

They demonstrate awareness of principled, systematic, and accountable approaches.

1.2.2. Knowledge and Research

They readily reference a growing body of knowledge and research that supports advancing excellence.

Consistency Team Work

2017 IPGA Conference participants benefited from the work of the Consistency Team from systematic, careful review of all policy governance oriented presentations which help to increase the clarity and consistency of the Policy Governance Model.

PGP Program

The Professional Education Committee met on six occasions to advance the work of the PGP program.

The intensive Policy Governance Proficiency Program ran for the second year with 16 participants starting the 7-unit program and 15 completing the program.

Participants evaluated the program very positively and acknowledged the outstanding contribution made by the tutors.

Annual Conference

The 2017 IPGA Annual Education Conference called “GOVERNING FOR THE LONG RUN: Sustaining Your Community, Your Organization and Your Leadership” was a significant success in the beautiful city of San Diego.

153 people attended in total experiencing keynote addresses on:

- Linking the Futures of Your Organization and Your Community - *Presenter: Victoria Hurth*
- Keeping Your Leadership Bright - *Presenter: Drew Dougherty*

The 2017 conference provided the opportunity for the board to share the new IPGA Ends and the early emerging vision for the future.

This year the 2018 conference is being organized by a new Committee Chair with the theme of “Exploring Governance Excellence”. This event in Savannah will provide excellent education for participants on policy governance as well as other governance approaches and related topics.

As at May 25, 2018 154 participants have registered. This year we will together reminder our

founding CEO, Caroline Oliver, and celebrate our new vision, Ends, name, and strategies. This year the conference will contribute as a stake in the ground pointing to our new future.

Demonstrated Impact Team

Identification of useful and credible research papers

In 2017/2018 the Demonstrated Impact Team reviewed and evaluated in detail two research papers and concluded these were useful resources for inclusion in our 'knowledge database' under the research section.

Initial Investigation into the Extent of Use and Impact of Policy Governance Across a Range of Users

In 2017/2018 the Demonstrated Impact Team continued to work on their first research project. The following were developed/accomplished:

- 2 new Committee Members were orientated on how to conduct the interviews
- 7 subject Board/CEO organizations were interviewed for the study
- The framework for data collection was designed and data entry is underway
- A schedule was completed to complete the data collection by mid-July, the data analysis by November, and the report by the end of January 2019

Knowledge Resource Planning

In pursuit of creating an information 'on-tap' database for governance knowledge, tools, and research, the Knowledge Team achieved the following design elements:

- Information "system" conceptualization matured sufficiently to set initial design criteria/specifications
- Clarification of issues and constraints
- Realization as to the probable costs involved
- This included exploration but not settlement on a probable revenue option
- Display at the 2017 Annual meeting and gathering of user preferences, including topics likely to be desired early.
- User input was used in planning the design specifics - or at least set a direction
- Researched possible software (a frustrating experience)
- Attempted to set up a server to demonstrate an example of the searchable knowledge base in 2018.

1.2.3. Community Support

They engage with an inclusive community with which to share in order to advance governance excellence.

Hub Communities

Groups of IPGA's learning community met through 2017/2018 in learning teams called "Hubs". A variety of Hubs are active and were report by their participants to be highly relevant and useful learning environments. The active IPGA Hubs include: (see table on next page)

Hub Attendance	Hub Leaders	2017 # mtgs	Total # members	Active members
Faith Hub	Ted Hull	11	34	9
New2PG Hub	John Bohley	4	12	tbd
Simplifying PG	Richard Stringham	7	27	tbd
Education	Cindy Elsbernd & Pat McCarver	tbd	34	tbd
Board Admin's	Shelley Farouse	tbd	16	tbd
Young Professionals	Michal Juech	2	11	4

The following Hubs were inactive in 2017:

- Credit Union
- Regulator Organizations
- Member Associations
- Local Government
- NP Trusts
- Diversity
- Government Applications

These inactive Hubs will be evaluated in 2018/2019 for their relevance and usefulness.

Engaging the Community In Research

The Demonstrated Impact Team shared the research project with the governance community at several points in the year and invited boards to join in the research initiative.

1.2.4. Expert Support

They obtain expertise and resources to assist them in achieving governance excellence from a body of qualified people.

The IPGA has a number of members who have been Policy Governance Academy trained and is now directly training people in policy governance proficiency. These groups are available to share, facilitate, and consult with others.

This year IPGA posted XXX calls for proposals submitted by other organizations.

IPGA's 2017 Financial Condition

2017 was positive, but a modest, year for IPGA financially. We showed a net surplus of \$18,755 compared to a net surplus of \$11,695 in 2016 and \$12,324 in 2015. We had revenue of \$171,347 compared to revenue of \$137,140 in 2016 and \$143,268 in 2015. Most of our revenue is from conference activities and the Policy Governance® Proficiency program. See the summary of the statement of activities below.

Summary of the Statement of Activities

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014*</u>
Total Revenue	\$171,347	\$137,140	\$143,268	\$97,571
Cost of Programs and Events	\$94,117	\$78,433	\$79,248	\$72,897
Gross Profit	\$77,230	\$58,707	\$64,020	\$24,674
Overhead Costs	\$58,475	\$47,012	\$51,696	\$56,500
Net Surplus from Operations	\$18,755	\$11,695	\$12,324	-\$31,826

*Note: Treeline Associates assumed association management services for IPGA in the 4th quarter of 2014. The accuracy of data prior to 2014 is unknown.

The net surplus added to our contingency fund which had dwindled to a negative number in 2014. On December 31, 2017 we had total assets of \$52,043. Our total equity at the end of 2017 was \$38,638 compared to \$20,220 total equity at the end of 2016 and \$8,742 total equity at the end of 2015. Our goal is to have an equity reserve that is 50% of our annual budget. This amount of reserves would provide us a level of financial security to deal with a potential down year. An improved financial position will also allow us to devote more resources to mission related programs. See the summary of the statement of financial position below.

Summary of the Statement of Financial Position

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
Total Assets	\$52,043	\$36,572	\$28,622	\$23,766
Liabilities*	\$13,404	\$16,352	\$19,880	\$27,359
Equity	\$38,639	\$20,220	\$8,743	-\$3,593
Total Equity and Liabilities	\$52,043	\$36,572	\$28,623	\$23,766

*Most of the liabilities are deferred membership and conference revenues, not something owed to an outside entity.

Ends statements

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Further,

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They readily reference a growing body of knowledge and research that supports advancing excellence.

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1.2.4. Expert Support

They obtain expertise and resources to assist them in achieving governance excellence from a body of qualified people.

Leadership Teams

IPGA is immensely grateful for the immense contributions of all its volunteers. It is these contributions that are helping to grow our vision and keep it alive. It is impossible to acknowledge the huge variety of those contributions but much of that work can be seen below.

IPGA'S LEADERSHIP TEAMS - as at May 2018	
<p>Strategic Leadership Team This is IPGA's core Leadership Team. This year it has focussed on repositioning IPGA to fulfil its new Ends. We have been very grateful for the help of Toufic Hakim, Eve Wenger and Kathy Wiener of Group i & i.</p>	<p>Leadership Team coordinators - see below, plus: Karen Fryday-Field (chair) Michael Palmer Kathy Wiener (Team Coordinator)</p>
<p>Engine Room This is IPGA's core Administrative Team which, with the help of IPGA's Managing Director, Michael Palmer, and his association management team at Treeline Associates, ensures that all core functions are being performed including supporting the efficient functioning of all the IPGA Leadership Teams in fulfillment of IPGA's Ends.</p>	<p>Athens Kolas Karen Fryday-Field Michael Palmer (chair) Kathy Wiener</p>
<p>Marketing Team Responsible for developing new marketing strategies for encouraging engagement with IPGA and its activities.</p>	<p>Athens Kolas Susan Mogensen Michael Palmer (Team Coordinator) John Williams</p>
<p>Conference Planning Team Advising IPGA's CEO on all aspects of the development and promotion of IPGA's Annual Conference.</p>	<p>Vicki Hawarden (chair) Richard (Dick) Biery John Bohley Richard Biery A J Crabill Athens Kolas, Pat McCarver, Janice Melanson Jannice Moore Michael Palmer Kathy Wiener</p>
<p>Consistency Framework Committee Advising IPGA's CEO in order to support IPGA members having access to consistent and accurate information about the Policy Governance system.</p>	<p>Eric Craymer (Chair) Karen Fryday-Field Linda Stier Richard Stringham</p> <p><i>Advisory Group:</i> Richard (Dick) Biery Cam Brinsdon Bill Charney</p>

	Jannice Moore Hartger Wassink
Consultants' Forum Planning Team Advising IPGA's CEO on all aspects of the development and promotion of IPGA's Consultants' Forums.	Andrew Bergen Richard (Dick) Biery Simon Canning Joseph Inskeep (chair for 2016) Karen Fryday-Field Michael Palmer (chair dor 2017)
Demonstrated Impact Team Developing short and long-range research proposals to substantiate the difference that Policy Governance and other advanced governance systems make.	Richard (Dick) Biery Dolores Blueford Karen Fryday-Field (Chair) Sherry Jennings Kay Stevens Gwen Dubois-Wing Kathy Weiner
Knowledge Team	Richard (Dick) Biery (Team Leader) Robert Ballantyne Toufic Hakim Joseph Inskeep Athens Kolia John Trewolla Ray Tooley Kathy Weiner
Professional Education Committee	John Bohley Cam Brinsdon Vicki Hawarden Rose Mercier (Team Leader) Hartger Wassink
PGP Tutors	Richard Stringham – Unit 1 Karen Fryday-Field – Unit 2 Linda Stier – Unit 3 Susan Mogensen – Unit 4 Jannice Moore – Unit 5 Phil Graybeal – Unit 6 Rose Mercier– Unit 7
PGP Final Exam Team	John Bohley (current Team Leader) Athens Kolia Richard Stringham Hartger Wassink (outgoing Team Leader)
Resource Development Team Building IPGA's future business model as a unique value provider and looking at short and long-term revenue sources.	John Bohley Toufic Hakim Joseph Inskeep (Team Leader) Athens Kolia Kathy Wiener
Social Media Team	Susan Mogensen

<p>Managing the Policy Governors' Practitioners discussion group on LinkedIn (which is independent of IPGA) and advising IPGA's CEO on social media development issues including increasing use of IPGA's website.</p>	<p>Hartger Wassink (Team Leader) Jim Steele (Advisor)</p>
<p>International Young Governance Professionals</p>	<p>Lindsay Falt and colleagues</p>
<p>Hubs These are IPGA's Special Interest Groups used for networking and mutual learning.</p>	<p>Hubs Manager: Athens Kolias</p> <p>Hubs Leaders: Faith Based Organizations – Ted Hull Simplifying Policy Governance – Richard Stringham Education Organizations – <i>vacancy</i> Board Administrators – Shelley Farouse New to Consulting – John Bohley</p>