



Shaping Tomorrow's
Built Environment Today

MINUTES

SOCIETY RULES COMMITTEE MEETING

Tuesday, June 25, 2019
Kansas City Annual Meeting
2:00 – 6:00 pm

Note: These minutes are not the official record of minutes until voted on and approved by SRC.

Society Rules Committee Meeting
June 25, 2019
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PRINCIPAL MOTIONS

Society Rules Committee Conference Call
June 25, 2019

- | <u>No.- Page</u> | Motion: |
|-------------------|---|
| | CONSENT AGENDA |
| 2 10 | that the proposed ROB changes as presented in Attachment A (Historical Committee, Training and Education Committee, Publications Committee and Certification Committee) be approved as presented.
MOTION 2 (CONSENT AGENDA) PASSED 4-0-0 CNV |
| 3 10 | that the ECC ROB changes be approved as amended to keep the wording of 2 consultants and move it to line B: the listing of non-voting members as shown in Attachment B .
MOTION 3 PASSED 5-0-0 CNV |
| 4 10 | that the revisions to the Handbook Committee ROB as shown in Attachment C be approved as presented
MOTION 4 PASSED (5-0-0-CNV) |
| 5 10 | that SRC recommends to the Board of Directors that ROB 3.910.006 be approved as submitted.
MOTION 5 PASSED (5-0-0, CNV) |
| 6 12 | that SRC requests the Board of Directors approve a waiver of the SRC Qualifications (ROB 2.424.002.2) Rule for 2019-2020 society year.
MOTION 6 PASSED (4-0-1, Mr. Markel abstained.) |
| 7 12
(Amended) | that ROB 2.105.022 include wording that ASHRAE may establish other regional offices, other than ASHRAE headquarters, for training or education purposes.
AMENDED MOTION 7 PASSED (5-0-0, CNV) |
| 8 14 | that changes to CEC ROB 2.104.013.2 be approved as presented
MOTION 8 PASSED (4-0-0-CNV) (Mr. Macauley was not present) |
| 9 14 | that revisions to the SRC MOP as shown in Attachment F be approved
MOTION 9 PASSED (4-0-0-CNV(- (Mr. Macauley was not present) |

ASHRAE Foundation presented 3 motions for wording review only:

Foundation Motion 1: referred back to the Foundation for further review.

Foundation Motion 2: The ASHRAE Foundation moves that ASHRAE Rule of the Board 3.300.007.3 be changed to meet the needs of the Foundation to ~~provide additional insight for the ASHRAE Board of Directors to elect~~ provide Foundation Board of Trustees Members that meet the needs and goals of the Foundation,

3.300.007.3 Election (18-06-27-06)

FOUNDATION MOTION 2 PASSED

Foundation Motion 3: The ASHRAE Foundation recommends to Board of Directors change ASHRAE ROB: **3. 3.300.009 NOMINATION AND ELECTION TIMETABLE** (09-06-24-15/16-01-27-05)

FOUNDATION MOTION 3 PASSED 4-0-0 CNV

ACTION ITEMS

Society Rules Committee Conference Call
June 25, 2019

<u>No.</u>	<u>Responsibility</u>	<u>Summary</u>	<u>Status</u>
1 - 10	Staff	Schedule the next SRC meeting in August or September	—

MINUTES

SOCIETY RULES COMMITTEE
MEETING
Kansas City MO, Annual Meeting
June 25, 2019
2:00 – 6:00 pm

MEMBERS PRESENT: Don Brandt, Chair
Larry Markel, Vice Chair
Ken Fulk
Trent Hunt
Bill Klock
Dunstan Macauley
Julia Keen, CO
Art Giesler, Cons

MEMBERS ABSENT: Leon Shapiro, Cons

INCOMING MBRS PRESENT: Bill Dean
Doug Fick

GUESTS PRESENT: Dan Russell, LeaDRS, Region IX
Kirsten Burk, Leadership U
David Underwood, Presidential Member

STAFF PRESENT: Claire I. Neme
Candace DeVaughn
Joyce Abrams
Caroline Sevier, ASHRAE Washington DC Office

CALL TO ORDER

Vice Chair Larry Markel called the meeting to order at 2:00 pm on Tuesday, June 25, 2019. Members and guests attended as listed above. A quorum was present.

Code of Ethics

Mr. Markel reminded members that ASHRAE operates under its Code of Ethics at every meeting. They were asked to review the code and become familiar with it.

REVIEW OF AGENDA

There were no changes; the agenda was accepted as presented.

ACTION ITEMS UPDATE

All ongoing action items from the previous meeting are on the agenda for today's call

APPROVAL OF MINUTES

Mr. Klock moved and it was seconded

- (1) that minutes from the SRC meeting of June 3, 2019 be approved as presented.

MOTION 1 PASSED (UVV-CNV)

OLD BUSINESS

Reviewing PEC Proposed ROB Changes (Attachment A)

Ms. Keen reviewed the proposed ROB changes in the restructure of PEC. After some discussion, All changes were approved with one exception; the ECC recommendation to remove the option of 2 consultants. This was approved by the Board. Justification for listing the two consultants is the workload can fluctuate based on projects they are working on. SRC agreed to keep the wording in the ROB.

CONSENT AGENDA

Mr. Macauley moved and it was seconded

- (2) that the proposed ROB changes as presented in **Attachment A** (Historical Committee, Training and Education Committee, Publications Committee and Certification Committee be approved as presented.

MOTION 2 PASSED 4-0-0 CNV

Chair Don Brandt arrived.

Mr Macauley moved and it was seconded

- (3) that the ECC ROB changes be approved as amended to keep the wording of 2 consultants and move it to line B: the listing of non-voting members as shown in **Attachment B**.

MOTION 3 PASSED 5-0-0 CNV

Handbook ROB Revisions (Attachment C)

SRC reviewed revisions to the Handbook Committee ROB as presented in Attachment C. After some discussion, Mr. Markel moved and it was seconded

- (4) that the revisions to the Handbook Committee ROB as shown in Attachment C be approved as presented

MOTION 4 PASSED (5-0-0-CNV)

ROB 3.910.006 Special Publications (**Attachment D**)

Mr. Markel moved and it was seconded

- (5) that SRC recommends to the Board of Directors that ROB 3.910.006 be approved as submitted.

MOTION 5 PASSED (5-0-0, CNV)

SRC Membership Change

A one year waiver for 2019-20 society year was recommended for the SRC Membership Qualifications to suspend ROB 2.424.002.2 – SRC qualifications as follows:

2.424.002.2 Qualifications

- A. Either the chair or the vice chair shall be a current **or former** Board member.
- B. Members should have demonstrated Society rules ability.
- C. At least half of the members should have been prior members of the committee.
- D. New members should be incoming officers of the Society or **incoming former** Directors.
- E. All members shall have been members of the Society for 8 years prior to appointment.

Mr. Klock moved and it was seconded

- (6) that SRC requests the Board of Directors approve a waiver of the SRC qualifications (ROB 2.424.002.2) Rule for 2019-2020 society year.

Background: For 2019-2020 the proposed SRC Chair & Vice Chair are former BOD members. SRC membership will include current Directors who will be able to propose motions at BOD meetings

MOTION 6 PASSED (4-0-1, Mr. Markel abstained.)

Addition to ROB 2.105.022

Mr. Macauley moved and it was seconded

- (7) that ROB 2.105.022 include wording that ASHRAE may establish other regional offices for training or education purposes.

(7 Amended) Bill Klock moved to amend as follows:

that ROB 2.105.022 include wording that ASHRAE may establish other regional offices, other than ASHRAE headquarters, for training or education purposes.

AMENDED MOTION 7 PASSED (5-0-0, CNV)

Members Council Motions:

Mr. Macauley presented several proposed motions from Members Council for SRC wording review. This will be information item to the BOD in the SRC report:

MOTION 6:

That the ASHRAE Society Bylaws (SBL) and ROBs be amended as follows:

- A. **SBL Section 3.3 Voting.** At any annual, winter, or special meeting, each voting member, as defined in Section 2.11, shall be entitled to one vote, which may be cast in person or by proxy. A proxy shall not be valid longer than three months from its date of execution.

Nominations shall be put forward by the Nominating Committee as hereinafter provided in Section 7.6.

Nominations may also be made in writing by petition signed by not fewer than fifty-½ of 1% of the members eligible to vote

. and nNo more than 50% of the petitioners belonging to any
single region shall count towards the required minimum. The minimum number of members eligible to vote shall be based on the Society's membership roster as of the first day of the Society year. Upon presentation of such nominations by petition to the Secretary with each nominee's written consent, not less than one hundred twenty days prior to the first session of

the annual meeting, the nominees' names shall be placed upon the ballot. A notation on the ballot shall indicate that such nominees are presented by members independent of the Nominating Committee.

Mr. Markel moved and Mr. Fulk seconded; Members Council Motion 6 wording was accepted.
5-0-0 CNV

MOTION 9:

That ROB 1.120, Bylaws be revised as follows:

- 1.120 BYLAWS
- 1.120.001 General Requirements
- 1.120.002 Amendments (64-10-09-11)

Amendments to the bylaws of the Society shall be voted by the membership at any annual, winter or special meeting of the Society as defined in SBL Section 3.1 and as provided in the SBL Section 3.3 ~~the Annual Meeting of the Society, except by special direction of the President.~~

Accepted wording 5-0-0-CNV

MOTION 10:

That ROB 3.300.001, Board of Directors Elections be revised as follows:

1. Qualifications

- Only Fellows, Life Members, **Honorary Members** and Members shall be eligible for election as voting members of the Board of Directors. (SBL 4.2)
- Candidates for consideration as officer or director shall have attained the grade of Member at least five years before the date of election qualifications as provided below. in the Bylaws.
- 3. In addition to Section 3.300.001.B.1 and Section 3.300.001.B.2, candidates for consideration as the Society President-Elect shall have previously served in the office of Society Treasurer or Society Vice President.
- 4. In addition to Section 3.300.001.B.1 and Section 3.300.001.B.2, candidates for consideration as the Society Treasurer shall have previously served in the office of Society Vice President.
- 5. Candidates for consideration as Society Vice President shall have previously served on the Board of Directors, and have been a member in good standing at least five years.
- 6. Candidates for consideration as a Director and Region Chair (DRC) or a Director At Large shall have attained the grade of Member at least five years before the date of election.

It was suggested that Mr. Macauley include Mr. Littleton's comments in the background.

Wording accepted with the suggestion to add Honorary Members under section 2.

5-0-0-CNV

Motion from CEC (Attachment E)

Motion: ROB 2.104.013.2 (86-06-26-65) be revised as follows (strikethrough indicates deletion, underline indicates addition):

2.104.013.2 (86-06-26-65) The cost of social functions shall not be included in the factors that determine registration rates for winter and annual conferences. ~~-accounting for Society Meetings, but should be budgeted separately to break even.~~ A ticket price per event shall be based on market rates and any additional expenses, if any, are to be subsidized by Society. Any surplus from social events income shall be returned to the General Fund of the Society.

Background: A change to this ROB was requested by Finance Committee, who recommended that this ROB be revised to describe the current practice of setting a “reasonable” price for an event and subsidizing the rest of the cost. Revising the ROB as shown in the motion would eliminate the need to ask for a waiver of the current ROB’s break even budget requirement. The “break even” ticket price for an event would be too high.

Mr. Fulk moved and it was seconded

(8) that changes to CEC ROB 2.104.013.2 be approved as presented

MOTION 8 PASSED (4-0-0-CNV) (Mr. Macauley was not present)

Refrigeration Composition ROB 2.420.002.1

Mr Hunt withdrew this motion to approve this Rule change.

SRC MOP (Attachment F)

Mr Fulk moved and it was seconded

(9) that revisions to the SRC MOP as shown in Attachment F be approved

MOTION 9 PASSED (4-0-0-CNV(- (Mr. Macauley was not present)

GAC MOP

Wording was approved for the GAC MOP.

4-0-0- CNV – (Mr. Macauley was not present)

Foundation Motions

1. The ASHRAE Foundation Board of Trustees moves that Section 2.105.008 of the ASHRAE Rules of the Board be changed to align with the ASHRAE Foundation By Laws.

2.105.008 Trustee Membership (98-01-18-13) In accordance with the bylaws of the ASHRAE Foundation, the ASHRAE Foundation Board of Trustees ~~Directors~~ shall fix the number of members on the Foundation Board. The ASHRAE Board of Directors shall confirm the number of Trustees ~~of Trustees~~ as being the number of members elected by the ASHRAE Board of Directors.

Background

Currently there is conflict between the Foundation By Laws and the ASHRAE Rules of the

Board. The Foundation By Laws state the number of Trustees shall be fixed by them, The ASHRAE Rules of the Board states the number of Foundation Trustees shall be set by the number elected by the ASHRAE Board. This change allows the Board of Trustees to set a number of members to meet the Foundations needs and goals while allowing the ASHRAE Board of Directors to confirm that number.

FOUNDATION MOTION 1 was referred back to the Foundation for further edits; motion withdrawn.

2. The ASHRAE Foundation moves that ASHRAE Rule of the Board 3.300.007.3 be changed to meet the needs of the Foundation to provide additional insight for the ASHRAE Board of Directors to elect provide Foundation Board of Trustees Members that meet s-the needs and goals of the Foundation, 3.300.007.3 Election (18-06-27-06)

1. The Board of Directors shall, no later than December 15:
 - Consider the qualifications of candidates with the Foundations Chair's Recommendation Notes of those nominated by the Foundation Board of Trustees to meet the needs and goals of the Foundation to serve on their Foundation Board of Trustees.
 - Call for nominations from the floor. Nominations from the floor require an oral recitation of biographical data, qualifications, or other relevant data about the nominee from the proposer, who shall specifically stipulate that the individual is being nominated for Trustee of the ASHRAE Foundation. Biographical data and other information in hardcopy or electronic form may be provided if time allows. Consideration should be given that the candidates will meet the needs and goals of the Foundation.
 - Conduct a single secret ballot for all vacancies with each BOD member voting for the number of candidates equal to the number of vacancies to be filled.
 - The candidates receiving the highest numbers of votes shall be elected to fill vacancies as Foundation Trustees. The three candidates receiving the next highest numbers of votes shall be designated as alternates. In case of a tie vote, the election will be decided by the priority rank order of the candidates as determined and presented to the Board of Directors by the BOT. ~~and presented by the President-Elect.~~
2. After the Winter Meeting and after receipt of the report from the Nominating Committee, the list of elected members and alternates will be revised to account for vacancies and conflicts caused by those nominated to the Board of Directors.
3. Staff shall notify newly elected ASHRAE Foundation Trustees of their election.

Background

It is most important that those elected to the ASHRAE Foundation meet the needs and Goals of the Foundation. These specific considerations are made by the Foundation Nominating Committee and further considered by the full Foundation Board in providing their recommendations to the ASHRAE Board of Directors. Unfortunately, and demonstrated in the past, the Board of Directors may not have the complete and historical knowledge of the candidates necessary to achieve the continued success of the Foundation in its mission to support ASHRAE. Board members may have no knowledge at all of current and potential trustees that have and continue to provide operational and financial success of the Foundation.

FOUNDATION MOTION 2 PASSED 4-0-0 CNV

Motion: The ASHRAE Foundation recommends to Board of Directors change ASHRAE ROB

3. 3.300.009 NOMINATION AND ELECTION TIMETABLE (09-06-24-15/16-01-27-05)

Per the strike / underlines below – specifically the due date on Item 9.

9. Obtain list of recommended candidates for the position of ASHRAE Foundation Trustee from the chair of the Foundation Board of Trustees. Deliver list of recommended candidates for Foundation Trustee and updated database of qualified members for ASHRAE Scholarship Program Trustees to the President- Elect for review. Review is confidential so that potential candidates are not misled into thinking they have been selected for membership.	Staff	10/20
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Background:

Currently under item 8 ASHRAE Staff provides a list of Trustee nominees to the Foundation Chair on September 30:

8 Deliver updated database of qualified members for BOD-elected committees to BOD subcommittee members, for review. Deliver updated list of nominations for position of ASHRAE Foundation Trustee to the Chair of the Foundation Board of Trustees. Review is confidential so that potential candidates are not misled into thinking they have been selected for membership.	Staff	9/30
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And under item 9 Staff wants a completed list back on September 30 the same day

9. Obtain list of recommended candidates for the position of ASHRAE Foundation Trustee from the chair of the Foundation Board of Trustees. Deliver list of recommended candidates for Foundation Trustee and updated database of qualified members for ASHRAE Scholarship Program Trustees to the President-Elect for review. Review is confidential so that potential candidates are not misled into thinking they have been selected for membership.	Staff	9/30
--	-------	------

The Foundation Chair needs more time to receive and deliver a recommended list of Candidates from the Foundation Nominating Committee do its work.

11. BOD Subcommittee members, shall return list of nominees selected from database of members who have previously agreed to serve if elected. List shall include at least twice the number of members and alternates required for election.	Subcommittee/ Staff	10/20
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FOUNDATION MOTION 3 PASSED 4-0-0 CNV

MBOs Update

Mr. Brandt reported that the 2018-19 MBOs are complete.

NEXT MEETING

The next meeting will be scheduled in August or September.

AI 1

ADJOURNMENT

Mr. Brandt thanked everyone. Mr. Klock moved and it was seconded to adjourn. All were in favor and the meeting was adjourned at 4:56 pm.

Respectfully submitted,



Claire Neme, Staff Liaison

Attachments: A. PEC Proposed ROB Revisions
B. ECC ROB Revisions
C. Handbook ROB Revisions
D. ROB 3910.006 Special Publications Revisions
E. ROB 2.104.013.2 CEC Revisions
F. SRC MOP Draft

cc: Board of Directors

