



**MINUTES**

**BOARD OF DIRECTORS MEETING**

**Tuesday, May 5, 2020**

**Note: These draft minutes have not been approved and are not the official record until approved by the Board of Directors.**

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Board of Directors Meeting

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**PRINCIPAL APPROVED MOTIONS**

Board of Directors Meeting

Tuesday, May 5, 2020

<b>No. - Pg.</b>	<b>Motion</b>
1 - 4	That Rule of the Board 2.301.001 be waived to allow six (6) Directors to serve on Members Council for Society Year 2020-21.
2 - 4	That Motion 23 ( <i>That ASHRAE engage an association secretariat service to continue the function of the European Office in SY 2021. This effort is to be supported by ASHRAE staff resource(s) with priorities defined by the Board of Directors for the European Office. The staff resource (s) for the European Office shall be phased-in based on recommendation from the Executive Vice President by the 2020 Annual Meeting.</i> ) from the Wednesday, February 5, 2020 BOD meeting be reconsidered.
3A - 5	That ASHRAE engage an association secretariat service to continue the function of the European Office <b>starting</b> in SY <b>2020-2021</b> . This effort is to be supported by ASHRAE staff resource(s) with priorities defined by the Board of Directors for the European Office. The staff resource(s) for the European Office shall be phased-in based on recommendation from the Executive Vice President by the 2020 Annual Meeting.
4 - 5	That Motion 3 be amended as follows (amendments in <b>red</b> ): That ASHRAE engage an association secretariat service to continue the function of the European Office <b>starting</b> in SY <b>2020-2021</b> . This effort is to be supported by ASHRAE staff resource(s) with priorities defined by the Board of Directors for the European Office. The staff resource(s) for the European Office shall be phased-in based on recommendation from the Executive Vice President by the 2020 Annual Meeting.
5 - 6	The Board of Directors approve opening a new bank account at United Community Bank.



**MINUTES**  
**BOARD OF DIRECTORS MEETING**

Tuesday, May 5, 2020

**MEMBERS PRESENT:**

Darryl Boyce, President  
Chuck Gulledge, President-Elect  
Mick Schwedler, Treasurer  
Bill Dean, Vice President  
Dennis Knight, Vice President  
Bill McQuade, Vice President  
Farooq Mehboob, Vice President  
Jeff Littleton, Secretary  
Chris Phelan, Region I DRC  
Jeff Clarke, Region II DRC  
Dunstan Macauley, Region III DRC  
Steve Marek, Region IV DRC  
Doug Zentz, Region V DRC  
Rick Hermans, Region VI DRC  
Michael Cooper, Region VII DRC  
Jon Symko, Region VIII DRC  
Trent Hunt, Region IX DRC

Marites Calad, Region X DRC  
Russell Lavitt, Region XI DRC  
Robin Bryant, Region XII DRC  
Apichit Lumlertpongpana, Region XIII DRC  
Costas Balaras, Region XIV DRC  
Ahmed Alaa Eldin Mohamed, RAL DRC  
Kelley Cramm DAL  
Van Baxter DAL  
Don Brandt, DAL  
Katherine Hammack, DAL  
Jaap Hogeling, DAL  
Sarah Maston, DAL  
Tim McGinn, DAL  
Chandra Sekhar, DAL  
Ashish Rakheja, DAL

**GUESTS PRESENT:**

Chris Gray  
Randy Schrecengost  
Devin Abellon

Andres Sepulveda  
Ken Fulk  
Wade Conlan  
Adrienne Thomle

**STAFF PRESENT:**

Candace DeVaughn, Mgr. of Board Services  
Chandrias Jacobs, Coord. of Board Services  
Alice Yates, Director - Govt. Affairs  
Joyce Abrams, Director - Member Services  
Vanita Gupta, Director - Marketing

Kim Mitchell, Chief Development Officer  
Mark Owen, Director - Pub & Education  
Stephanie Reiniche, Director - Technology  
Craig Wright, Director - Finance & Admin. Services

**CALL TO ORDER**

Mr. Boyce called the meeting to order at 8:00 am.

**CODE OF ETHICS**

Mr. Boyce read the Code of Ethics commitment and encouraged all members to become familiar with the full Code of Ethics.

**ROLL CALL/INTRODUCTIONS**

Roll call was conducted.

**REVIEW OF MEETING AGENDA**

Mr. Boyce reviewed the meeting agenda. 'Bank Account Motion' was added to *New Business*.

**2019-20 FINANCIAL UPDATE AND FUTURE BUDGETS**

Mr. Schwedler expressed his thanks to the Directors for all the work they are doing related to the budget and acknowledged that the Regions are making very hard decisions.

The Finance Committee has not completed their work on 2020-21 budget and will not have a motion at this time.

Finance is recommending a 10% reduction in budgeted dues revenue for 2020-21 and a 5% reduction for 2021-22 and 2022-23.

Additional information has been requested from JEPC regarding the January 2021 AHR Expo. Finance is considering reducing RP matching funds from AHR revenue, but no final decision has been made at this time. AHR revenue will be reduced but the amount has not yet been determined.

Budgets for the next three years are currently in a deficit, but the Committee is in the process of developing a plan to address the deficit.

Finance Committee reached a consensus to recommend that lean assessments will be continued for the next three Society years.

The Committee will be recommending an increase in the travel budget for the Environmental Health Committee of \$5,000. This will allow members of ECH to participate and contribute to upcoming conferences.

The Staff Directors have been providing refinements to the budget. Publications and promotions will have lower expenses due to reduced revenues.

The Finance Committee plans to recommend the following new expense reductions:

- Elimination of Society Opportunity Fund
- Adjusting Leadership Academy expenses which have been much lower in the past than budgeted. Will also be charging \$250 per person. Combined effect will be increased revenue and lower budgeted expense by \$20,000 over the next three years.
- Eliminate special event insurance. Regions and Chapters have not been using those funds.
- Reduction in Annual Webcast budget due to the shift to the new Tech Hour programs.
- Reduction in ongoing storage costs once the new HQ building is complete.
- Extending the amount of time between Certification redesigns. Staff agreed that this was feasible.
- Elimination of the Building EQ program. Feedback on other opportunities has been received. Current staff time could be reallocated.

A portion of the Society's general reserve funds were used as an asset to satisfy the requirements of the \$4 million HQ loan.

#### **VIRTUAL ANNUAL MEETING UPDATE AND MEETING OF THE MEMBERS**

Mr. Littleton reported that preparations for the virtual Annual Conference are going very well. There have been 187 requests for TC and PC meetings and staff is working with the vendor to get those meetings scheduled.

Staff developed several registration rate structure options and presented them to ExCom. ExCom made the decision to set the Member registration rate at \$99 and the non-member rate will be \$329. Online content will be fully accessible for 18 months and all papers will be available for download.

Staff is cautiously optimistic that the virtual conference can be marketed so that attendance of the virtual conference could exceed typical in-person Conference attendance.

A final decision on the meeting of the members is still pending. For the virtual conference, instead of introducing newly elected BOD members, presumptive BOD nominees will be introduced.

Selecting when the live portions of the virtual conference will take place has been heavily discussed. It has been decided that the majority of meetings will begin first thing in the morning (eastern) and the live sessions will start in the afternoon (eastern). All live sessions will be recorded and accessible after the fact.

May 11<sup>th</sup> is the target date to open registration.

The conference will be heavily marketed to members and non-members. There will be outreach in all of the Society's newsletters, target emails to members and non-members, multiple press releases, five push notifications vis ASHRAE365, and posts on all social media platforms. Marketing staff will provide a final report by the end of the week.

**EXCOM RECOMMENDATION - WAIVER TO ROB 2.301.001**

Mr. Gulledge moved that

1. Rule of the Board 2.301.001 be waived to allow six (6) Directors to serve on Members Council for Society Year 2020-21.

When the Communications Committee moved under Members Council, an additional ExO was added to the Council's roster and a waiver to the ROB was granted. This motion is requesting the same waiver to the ROB. Members Council will be bringing forward a recommendation to change the ROB so an annual waiver isn't needed.

**MOTION 1 PASSED** (Unanimous Voice Vote, CNV).

**REPORT OF THE BRUSSELS STAFF PRESENCE REVIEW AND FUTURE PLANNING TASK GROUP**

Mr. Macauley reported that the motion approved by the BOD in Orlando establishes the Brussels office. The task group has reached consensus that there is an opportunity for ASHRAE to be involved in government and regulations in Europe, allowing Society to be a significant player sooner rather than later.

The Task Group is recommending that ASHRAE move forward with hiring an association secretariat and that the budget be reduced to \$35,000.

**POSTPONED MOTION TO RECONSIDER (MOTION 23:18 - FEBRUARY 5, 2020)**

The postponed motion to reconsider was brought back to the floor.

2. Motion 23 (*That ASHRAE engage an association secretariat service to continue the function of the European Office in SY 2021. This effort is to be supported by ASHRAE staff resource(s) with priorities defined by the Board of Directors for the European Office. The staff resource (s) for the European Office shall be phased-in based on recommendation from the Executive Vice President by the 2020 Annual Meeting.*) from the Wednesday, February 5, 2020 BOD meeting be reconsidered.

Mr. Hermans spoke against the motion citing that the budget amount is not part of the motion.

Mr. Schwedler spoke in favor of the motion citing that the fiscal impact is part of the motion because it was included in the background of the original motion.

**MOTION 2 PASSED** (20:10:0, CNV).

The motion to reconsider was approved so the original motion was brought back to the floor.

3. That ASHRAE engage an association secretariat service to continue the function of the European Office in SY 2021. This effort is to be supported by ASHRAE staff resource(s) with priorities defined by the Board of Directors for the European Office. The staff resource(s) for the European Office shall be phased-in based on recommendation from the Executive Vice President by the 2020 Annual Meeting.

Mr. Macauley moved and Ms. Bryant seconded

4. That Motion 3 be amended as follows (amendments in red):

That ASHRAE engage an association secretariat service to continue the function of the European Office starting in SY 2020-2021. This effort is to be supported by ASHRAE staff resource(s) with priorities defined by the Board of Directors for the European Office. The staff resource(s) for the European Office shall be phased-in based on recommendation from the Executive Vice President by the 2020 Annual Meeting.

Mr. Macauley added that the intent of the amended motion would be to have a fiscal impact of \$35,000.

Mr. Schwedler spoke in favor of the amendment.

Mr. Boyce spoke in favor of the amendment stating that the value of the office should be reconsidered by the BOD on an annual basis.

**MOTION 4 PASSED** (Unanimous Voice Vote, CNV).

- 3A. That ASHRAE engage an association secretariat service to continue the function of the European Office starting in SY 2020-2021. This effort is to be supported by ASHRAE staff resource(s) with priorities defined by the Board of Directors for the European Office. The staff resource(s) for the European Office shall be phased-in based on recommendation from the Executive Vice President by the 2020 Annual Meeting.

Mr. Macauley added that the intent of the motion is to have a fiscal impact of \$35,000.

Mr. Mehboob spoke against the motion. ASHRAE is having the entire Annual Conference virtually and the Dubai Training Center cannot have face-to-face meetings. There is no issue with supporting the membership virtually, as all members are being supported virtually right now.

Ms. Bryant spoke in favor of the motion. Pulling out of Europe at this time is the wrong decision. A presence in Europe is critical for Society to move forward as a technical leader.

Mr. Mehboob stated that the Epidemic Task Force has a travel budget and there is no need for Society to be at the table. Society would be better served to ask Finance for additional travel funds for the task force.

Mr. Macauley stated that if Society does not have a presence in Europe, we will not have a seat at the table.

Mr. McQuade stated that secretariats provide real value by getting the Society invited and, in the room, where decisions are being made.

Mr. Balaras stated that a European presence speaks to the Society's vision and allows a truly global Society, with ASHRAE assuming a leadership role.

**MOTION 3A PASSED** (23:1:2, CNV).



**EPIDEMIC TASK GROUP UPDATE**

Mr. Knight thanked ExCom and the BOD for all their support. He paid special thanks to the Environmental Health Committee and Mr. Conlan for working to create the task group in late February. The BOD should be extremely proud of the work of this group. In six weeks, a core group of 18 people, including four staff, worked around the clock to create a new webpage with over 160,000 unique views.

The most searched term on the group's webpage is 'MERV.'

This week, the group has been focused on posting specific topical guidance on reopening buildings.

**EXECUTIVE SESSION**

Executive session was called at 9:43 am.

The open session meeting reconvened at 9:50am

**NEW BUSINESS****BANK ACCOUNT MOTION**

Mr. Schwedler moved and Mr. Gullledge seconded that

5. The Board of Directors approve opening a new bank account at United Community Bank.

An additional bank account will help Society separate accounting from the CARES Act loan. The Comptroller would have the authority to close the account on December 31<sup>st</sup> if the account is no longer needed.

**MOTION 5 PASSED** (Unanimous Voice Vote, CNV).

**UPCOMING MEETINGS**

Dates and times for the virtual Annual Conference BOD meetings were reviewed.

**ADJOURNMENT**

The meeting adjourned at 9:53 am.

A handwritten signature in black ink, appearing to read 'J. Littleton', with a horizontal line extending to the right.

Jeff H. Littleton, Secretary