



MINUTES

BOARD OF DIRECTORS MEETING

Wednesday, September 29, 2021

Approved by the Board of Directors on November 10, 2021.

TABLE OF CONTENTS
 Board of Directors Meeting
 Wednesday, September 29, 2021

CALL TO ORDER	2
CODE OF ETHICS	2
ROLL CALL/INTRODUCTIONS	2
REVIEW OF MEETING AGENDA	2
STRATEGIC DISCUSSIONS	2-7
What three strategic items should the Board track for the rest of the 2021-2022 SY?	2-5
How can CRC reports be revised to provide more value to Members?	5-6
As we procedurally streamline what training and skills will Committees, Councils and other bodies need to ensure they are thinking and operating strategically, and not acting in silos?	6
ASHRAE has been a volunteer-driven organization. Other associations are more staff-driven. Both have advantages and disadvantages. Moving forward, are there Member benefits available through enhancements to the present volunteer-staff arrangement?	6-7
OPERATIONAL DISCUSSIONS	7-11
ExCom Reports to the BOD	7-8
July 2, 2021	7
August 10, 2021	8
Payments to Members	8-10
BOD Subcommittees	10
DEI	10
Grand Opening	10
EXECUTIVE SESSION	11
ADJOURNMENT	11

ACTION ITEMS

Board of Directors Meeting
Wednesday, September 29, 2021

No. - Pg.	Responsibility	Summary of Action	Status	Goal Date
1 - 5	Khankari, Crawley, Gray, Bryant, Giesler, Rakheja	Develop a list of recommendations of strategic items for the BOD to track during the current Society year. The recommendations could be presented to ExCom at the October 14-15 meeting for feedback. Final recommendations should be presented to the BOD at the November meeting.		
2 - 10	Littleton	Investigate whether there are belief systems that would preclude someone from receiving the COVID vaccine or getting a COVID test.		



MINUTES
BOARD OF DIRECTORS MEETING
Wednesday, September 29, 2021

MEMBERS PRESENT:

Mick Schwedler, President
Farooq Mehboob, President-Elect
Ginger Scoggins, Treasurer
Don Brandt, Vice President
Dunstan Macauley, Vice President
Sarah Maston, Vice President
Tim McGinn, Vice President
Jeff Littleton, Secretary
Steven Sill, Region I DRC
Ronald Gagnon, Region II DRC
Mark Tome, Region III DRC
Steve Marek, Region IV DRC
Doug Zentz, Region V DRC
Rick Hermans, Region VI DRC
Chris Gray, Region VII DRC
Randy Schrecengost, Region VIII DRC

Tyler Glesne, Region IX DRC
Eileen Jensen, Region XI DRC
Robin Bryant, Region XII DRC
Andres Sepulveda, Region XIV DRC
Richie Mittal, RAL DRC
Wade Conlan, DAL
Dru Crawley, DAL
Ken Fulk, DAL
Art Giesler, DAL
Jaap Hogeling, DAL
Kishor Khankari, DAL
Adrienne Thomle, DAL
Ashish Rakheja, DAL

STAFF PRESENT:

Candace DeVaughn, Manager - Board Services
Chandrias Jacobs, Coordinator - Board Services
Joyce Abrams, Director - Member Services
Vanita Gupta, Director - Marketing
Kim Mitchell, Chief Development Officer
Mark Owen, Director - Publications & Education
Stephanie Reiniche, Director - Technology
Alice Yates, Director - Government Affairs
Annmarie Wilhoit, Interim Director of Finance
Tony Giometti, Sr. Mgr. of Conference Programs
Lizzy Seymour, Manager of Conference Services

CALL TO ORDER

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

CODE OF ETHICS

Mr. Schwedler read the code of ethics statement and encouraged all in attendance to read the full statement, available online.

ROLL CALL/INTRODUCTIONS

Roll call was conducted; members and staff in attendance as noted above.

REVIEW OF MEETING AGENDA

Mr. Schwedler reviewed the meeting agenda. 'November BOD Meeting and Grand Opening' was added to *Operational*.

STRATEGIC DISCUSSIONS**What three strategic items should the Board track for the rest of the 2021-2022 SY?**

Mr. Schwedler reported that the Development Committee approached ExCom regarding the Society's strategic objectives. In order for Development to find appropriate funding, ExCom discussed strategic objectives for the current Society year. Mr. Schwedler stated that ExCom would like input from the BOD on the objectives that ExCom identified. He stated that any strategic items identified should be measurable.

The following strategic items were suggested by members of the BOD:

Track the member benefit selections and investigate what effect the 'cafeteria plan' is having on membership.

Track access to the Handbook Online. Granting online access to all members gives the Society an opportunity to investigate transitioning to being fully virtual.

Track implementation of Vision 2030 and the work that came out of that ad hoc.

Track changes that are occurring in the industry that Society should be involved with.

Responsibilities of a non-profit board are fiduciary, strategic direction, and fundraising. All three of these responsibilities the BOD has chosen to allocate to committees that report to the BOD. The BOD should be getting regular updates on the budget, strategic plan, and fundraising; the BOD has to take more interest and responsibility in these three areas.

It should be noted if an action should be completed by the BOD or delegated to a council.

Students seem to be struggling with their commitment to becoming full Society members. There seem to be lingering affects of the pandemic and where they choose to spend their dollars. Not sure how this can be tracked.

Campus libraries have downsized hard copies of books and the younger generation is expecting resources electronically.

Chapters are finding it challenging to find leadership. Leadership training or a standardized process for recruitment and onboarding would be beneficial.

Average age of chapter leadership could be tracked.

Track member value proposition, revenue increase, and building decarbonization. Value proposition review is related to growth and retention - tracking could identify new offerings to members and future members that need to be refined or reviewed. Tracking revenue increase would review sources of revenue that can be generated. Tracking decarbonization would help to identify how to move internally and externally.

Track education of our members - need to have constant feedback from members and chapters. How do we communicate what the technical side is doing to the membership side? Track other society's perceptions of Society. What do they think we should be developing? Track GAC and how its work is being implemented. How can participation by the younger generation be encouraged?

Track the success of the ETF. Need to start implementing the recommendations of Vision 2030. Develop a strategy to get to the goals of 2030 and make recommendations to the appropriate body.

Evaluate the remote DL program - could easily be tracked and possibly expanded.

Need to be much more focused on where we are best aligned to provide opportunities with decarbonization. What are we going to track? Tracking needs to be more targeted.

Pursue the concept of creating zones and let those regions meet in the same place for CRCs.

Provide education, tools, and guidance so our members can grow and improve their businesses. Develop short videos and information items around technical publications to grab attention.

Track membership growth and retention.

Should the Handbook be reimaged as more than just a PDF to provide more dynamic content?

Need to constantly send surveys to various companies and our members to monitor what they want and whether or not they are satisfied.

The ETF made Society a household name outside of our members. Practical tools aren't there from Society when you search online. To become a household name people will need to be members and not because their company says they need to join.

The DL program should be encouraged so that when chapters host a DL they should share with at least one other chapter. Can leverage that program to track if there is a connection between membership growth and engagement. Could create specified programs with the DLs to help struggling chapters.

Chapters are getting substantially more people to participate virtually. Is there something we can do to help the Chapters?

While we are a global Society, we don't necessarily measure how our materials are taken up globally. Tracking this would us better understand threats as well as opportunities for growth. Do our expenditures line up with our strategic objectives? How does staff prioritize? Are we lining up staff, volunteer, and finances with our strategic objectives in the proportion that we want to?

Mr. Schwedler asked how the list should be refined down to the top three or five items. Members of the BOD made the following suggestions:

Conducting a full SWOT analysis is vital - Society needs to identify what the threats and opportunities are. A SWOT analysis would help to identify easily achievable items.

Some ideas presented are not at the BOD level. The list should be reviewed to determine what can be given to the councils and committees.

Many of the ideas were operational and not strategic in nature. A SWOT analysis was conducted about ten years ago. Should track fiduciary, strategic direction, and fundraising; going beyond that is too far in the weeds for the BOD.

All of the ideas should be ranked via a voting process.

Voting should include all BOD members and staff directors.

The list should be sent to the full BOD to gain a general consensus. A smaller group can then come up with recommendations from the consensus list.

If a strategic discussion is difficult that may demonstrate that the BOD is too large.

In the non-profit community, boards are focused on fundraising because the vast majority of organizations rely on fundraising to meet their budgets. Society does not depend on fundraising in the same way.

A poll should be sent for BOD members to rank the items, allowing the top ideas to emerge.

It is not the BOD's duty to resolve these issues. We need other input from Society to resolve them. A subcommittee could decide where topics go and let those groups do the work, figure out solutions, and report back to the BOD.

Is there any merit to asking this question to the full membership? Asking the full membership could provide broader perspective.

Urgent issues were discussed. A deadline should be set so the top items can start to be tracked.

The BOD should be careful with passing items on to the councils and standing committees; any direction that the BOD gives holds a tremendous amount of weight and can affect councils and standing committees with possible unintended consequences.

Many of the ideas shared are great, but they have not been vetted. The BOD should take a short pause and decide what the process will look like going forward. It would be irresponsible not to do so.

As a BOD, our job is to set the direction of the ship and figure out how we're going to get there and there are great volunteers to help us get there. It is the BOD's job to set direction for the Society. Strategic items should be flushed out and the BOD should decide if that is a direction we want to go in.

Mr. Schwedler asked for three to five members to volunteer to serve on a task force to cull the list, identify what items are strategic, and make recommendations for what direction the BOD should go in from a measurement standpoint.

Mr. Khankari will chair the task force. The other members will be Mr. Crawley, Mr. Gray, Ms. Bryant, Mr. Giesler, and Mr. Rakheja.

The task force will develop a list of recommendations for the BOD to track during the current Society year. The recommendations could be presented to ExCom at the October 14-15 meeting for feedback. Final recommendations should be presented to the BOD at the November meeting.

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Mr. Macauley will inform the Planning Committee of this initiative and allow them to provide input or a member to participate in this exercise.

How can CRC reports be revised to provide more value to Members?

Mr. Schwedler reviewed the current process and asked if it is providing the greatest value to our members.

Members of the BOD provided the following feedback:

My biggest issue is the amount of time that goes into the reports at the CRCs. Would prefer to see that time focused on desirable outcomes. Have received feedback that the CRCs aren't what they used to be twenty years ago. The focus of the reports should be the key takeaways of what can be improved at the CRCs.

The reports have a lot of great information but maybe what is being done with them is not effective. Members Council could help to develop best practices and guide the CRCs.

The current reports are too lengthy. They need to be better formatted to allow other regions to find suggestions and best practices.

The reports should highlight five to ten best practices as well as things to avoid.

The reports are not getting to the audience of who needs to see them.

The value that chapters get out of CRC reports is seeing best and poorest practices. RVC reports should be eliminated, and chapter reports should be lengthened to at least ten minutes.

The theme of most of the chapter reports is the same. Would be more helpful for the reports to be a high-level summary of what is being seen across the region.

Like the officer reports as they are, the reports should remain unchanged, and they should be used in a better way. Useful data should be collected, and CRC events summarized; this would be a useful tool provided to future host chapters.

Has there been any feedback on the usefulness of officers attending the CRCs? What are the strategic objectives of ASHRAE that we want to promote among the membership present at the CRC?

The audience of the reports should be defined. Once the audience is known, a template can be created to gather the strategic data that is needed.

The reports should be written in a way where feedback is shared amongst Society.

Empowering our grassroots is critical to future success of Society. Reports tend to be looked at in a silo. There may be benefits to having a small group review all the reports and identify trends.

The reports should be an executive summary, no longer than one page - best practices, challenges, things to avoid, culture, feedback from DRCs, RMCRs, and members, and what value the members got from officers participating in the CRC.

Chapters should be encouraged to share specific feedback on what the chapters are looking for technically. The information could be compiled and sent to Tech Council so the needs of the chapters can be addressed.

Mr. Schwedler reported that Ms. Bryant will provide the feedback provided here during the DRC forum at the Winter Conference.

As we procedurally streamline what training and skills will Committees, Councils and other bodies need to ensure they are thinking and operating strategically, and not acting in silos?

Mr. Schwedler asked the BOD as streamlining initiatives are pursued, what tools and training do we and others need in order for the Society to become more strategic?

Mr. Hermans stated that the topic is not strategic.

Mr. Khankari suggested that CTTC have representation on Tech Council.

Mr. Schwedler stated that he is inclined to agree that the topic is not strategic and the discussion will end.

ASHRAE has been a volunteer-driven organization. Other associations are more staff-driven. Both have advantages and disadvantages. Moving forward, are there Member benefits available through enhancements to the present volunteer-staff arrangement?

Mr. Schwedler asked the BOD if there are ways to better use the staff/volunteer partnership to better serve the members.

Members of the BOD provided the following suggestions:

It needs to be a two-way street. Staff has their ear to the ground with what is going on with other organizations and in the industry. Sometimes there is an attitude to sit back and wait until the members provide direction. Staff tend to be relegated to the background.

Volunteers have a lot to gain personally and professionally because it is not a staff-led organization. This can be promoted with younger members.

The amount of work that is organized and put through by staff is outstanding. There may be opportunities for staff to take on more behind the scenes to help increase the speed of ASHRAE.

Strong advocate of getting more staff input and leveraging the historical nature of staff. The culture is not always conducive to bringing staff into the conversation. It is up to the members to make sure that input is being actively sought across every committee, making it known that we expect staff to be engaged and their feedback is valued.

It can be confusing for staff if we are allowed to speak or not. Even in terms of CRCs, have wondered why I am being paid to attend.

Different volunteers have sent very different messages.

It comes down to the relationship of the individual with the staff member. Everyone has voice and everyone's voice should be equal in the room.

When we build teams, need to understand everyone's role and the value they bring to the team. Need to find a way to marry the staff/volunteer relationship to optimize the system. Staff should not be voting members, as it could put them in the middle of member discussions.

Complex conversation. Staff definitely wants to honor ASHRAE's volunteer led culture, finding the sweet spot between the work of volunteers and staff that allows staff to leverage the wisdom of volunteers. There is lost opportunity cost when volunteers get too involved in operational items that staff could handle - it hinders members' ability to be strategic.

Strongly believe that staff has enormous organizational wisdom and a great capability to guide us. No argument that staff should be treated with respect. There has to be a level of influence that the volunteer can come to bear on staff. Behind the iron curtain there is only one way influence. There has been a great display of the fact that the volunteers being the bosses is an illusion. Sixty percent of the Society's revenue goes to support staff - as a volunteer-led organization the members need to have influence over that revenue; politely and with great respect, but the members must have a say.

It is my observation that staff members do not give their opinions until it was asked for. Committee members come and go but staff is consistent. Would like to see staff members given freedom to voice opinions.

As leaders, the BOD must take the lead to set the culture and remind everyone that we are all a team.

OPERATIONAL DISCUSSIONS

ExCom Reports to the BOD

July 2, 2021

Mr. Schwedler reported that as DLs and chapters are comfortable, in-person presentations can resume. He thanked CTC for all of their work and perseverance.

August 10, 2021

Mr. Schwedler reported that the Development Committee was asked to put together fundraising opportunities and line them up with the Society's strategic objectives. Development's top funding priority remains decarbonization. Additional strategic priorities that should be secondary funding priorities include:

- IEQ
- DEI
- Resiliency
- And possibly, some priorities coming out of Vision 2030

Ms. Mitchell reported that the priorities are not listed in priority order. Additionally, they are not the Society's top priorities, but rather a balance of Society's top priorities and funding opportunities.

Payments to Members

Mr. Mehboob reported that he wanted to bring this discussion before the BOD following an ExCom discussion. Typically, for the work that Society does, our staff employ multiple volunteers, used in different functions. This creates a great opportunity for our volunteers to work with ASHRAE.

He expressed concern with members of the BOD and ExCom being contractors to Society, and it may be perceived as a conflict of interest. As a Society we've been very careful of who knows who the contractors are.

Mr. Mehboob stated that he is a proponent of full transparency.

Mr. Brandt, Ms. Maston, Mr. Conlan, Mr. Crawley, and Mr. Zentz all recused themselves from the discussion and left the meeting. All members listed are contractors of the Society.

The following viewpoints on the topic were shared and discussed:

Those that are serving on the BOD should be allowed to be contractors as long as they do not use their influence. Excluding BOD members is not good for Society.

It was asked why this information is not shared openly. It was reported that the ROB states that this information be brought to ExCom.

This is a perceived conflict of interest. There are members of ExCom that are receiving considerable payments as contractors. In favor of BOD members keeping their hands completely clean.

The time that is spent on the BOD is insignificant in comparison to the time that they've dedicated in their career.

The list of contractors should be published somewhere for transparency. Don't see any reason not to allow it.

These are highly qualified individuals who were providing these services before they began service on the BOD. We need to trust our process to find good, quality individuals.

BOD members volunteer a great amount of time to support ASHRAE. Contractors contribute even more time and they deserve to be compensated. All members are acting in an ethical manner and if they aren't, that should be addressed.

Feel differently about ExCom members being contractors. ExCom has a lot of undue influence. ExCom members should not be contractors because of the perception of a leader of the BOD receiving payments from Society.

Concern with down the road in terms of nominations for these positions that members will be forced to choose between contracted work for ASHRAE and taking senior level positions. Do we want to force that kind of decision upon members or do we want to keep that open and allow our biggest and best to contribute?

Ms. Wilhoit reported that every tax return that Society files, a 1099 is sent to all individuals or LLCs. Moving forward, that list will be brought to the full BOD and those numbers are included in a section of the Society's tax return.

Undecided. In other places this will be perceived as a conflict of interest.

Like the idea of not restricting BOD members from bidding on research projects, presenting education short courses. Also like the idea of asking ExCom members to not take on any new contracts during their service on ExCom.

Feel that it is a conflict of interest and would be seen as one on the global stage.

Mr. Schwedler reported that BOD members are asked to fill out a conflict of interest form each year. Those forms are available for review, upon request.

Since there is no motion on the floor, why are we not entertaining the ideas and perspectives of those who recused themselves. Would like to hear their opinion as well.

Not in favor of limiting any ASHRAE members from bidding. In favor of annual conflict of interest review of any BOD or ExCom members who are contracted with Society.

Mr. Mehboob asked for the BOD to weigh in on posting a list of contractors to the ASHRAE website. BOD members provided the following comments and feedback:

Have no issue with that being done.

Agree as long as dollars are not shared. Members negotiate different rates and not sharing that information is akin to not sharing salaries.

If members see a list of senior officers receiving payment it will likely be perceived as a conflict of interest.

Not opposed to including the contract amount.

In favor of including the total amount paid.

If we're going to put information out there, we need to ensure that it is properly explained or the rumor mill will take that information and spin it.

Scope of contact without dollar amount is appropriate.

Mr. Mehboob asked if designations of members receiving payments are included in tax returns. He asked if non-profit law precludes officers and directors from being contractors?

Mr. Littleton reported that the titles of volunteers that are paid are not reflected on the 990, just the member's name. He stated that he does not believe there is specific regulation that says a BOD member cannot be paid.

Mr. Mehboob requested that the BOD decide to include this list on the ASHRAE website. He thanked the BOD for their input and stated that a motion would be brought forward at a later BOD meeting.

BOD Subcommittees

DEI

Mr. Sepulveda reported that the subcommittee is making good progress in DEI implementation. DEI will be an important part of the Vegas conference, including a forum and workshop. A webpage has also been created.

Grand Opening

Mr. Schwedler reported that the fall BOD meeting is planned as in-person. BOD members who cannot participate will be able to join the meeting virtually.

He reported that there has been ongoing discussion as to whether or not donors will be comfortable attending an in-person grand opening event. At this point the full grand opening, in-person, is being planned.

Mr. Schwedler reported that ExCom discussed requiring proof of vaccination or a negative COVID test prior to attending the BOD meeting or the grand opening events. All members of ExCom, excluding himself, that there should be proof of vaccination or a negative test to attend the November meetings and events. However, ExCom felt this was a BOD discussion and asked for members to share their thoughts.

Members of the BOD discussed the requirement.

There was consensus that proof of vaccination or a negative COVID test be required before attending the BOD meeting or the grand opening events.

Mr. Littleton stated that this only works if it is required for all meetings taking place that week.

Mr. Schwedler stated that he is fine with being done for the November meetings. However, he is not ready for a broad decision to be made before we know if there are belief systems that would not allow someone to be a part of our Society because that would directly go against our core value statements in the ROB.

Staff will investigate whether there are belief systems that would preclude someone from receiving the COVID vaccine or getting a COVID test.

EXECUTIVE SESSION

Executive session was called at 11:48 am.

Open session reconvened at 12:09 pm.

ADJOURNMENT

The meeting adjourned at 12:09 pm.

A handwritten signature in black ink, appearing to be "JH Littleton", with a horizontal line extending to the right.

Jeff H. Littleton, Secretary