



MINUTES
BOARD OF DIRECTORS MEETING

Wednesday, April 6, 2022

Approved by the Board of Directors June 26, 2022.

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Wednesday, April 6, 2022

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PRINCIPAL APPROVED MOTIONS

Board of Directors Meeting

Wednesday, April 6, 2022

No. - Pg.	Motion
1 - 3	That Members Council recommends to the Board of Directors that Society provide one free conference registration (to Winter and Annual meeting) to all new full dues paying members to use within their first two years of membership.
2 - 4	That the Executive Committee recommends to the BOD the appointment of a permanent liaison from the Student Activities Committee to the Scholarship Trustees Committee.
3 - 5	<p>That the Executive Committee recommends that the Board of Directors approve the William P. Chapman Scholarship as a Society Undergraduate Engineering Scholarship, awarded annually in the amount of \$5,000 with the following criteria:</p> <p>The William P. Chapman Scholarship shall be awarded to a full-time undergraduate engineering student enrolled in a post-secondary educational institution where at least one of the following criteria is met:</p> <ol style="list-style-type: none">1. The program is ABET accredited, or2. The program is accredited by an agency outside the USA that is a signatory of the Washington Accord or has signed Memorandum of Understanding with ABET, or3. The school has an active ASHRAE student branch <p>Eligible students must meet the Society's general criteria for an Undergraduate Engineering Scholarship as listed in the ASHRAE Scholarship Program Rules.</p>



MINUTES

BOARD OF DIRECTORS MEETING

Wednesday, April 6, 2022

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
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
Devin Abellon, Region X DRC
Eileen Jensen, Region XI DRC
Robin Bryant, Region XII DRC
Apichit Lumlertpongpana, Region XIII 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

GUESTS PRESENT:

Billy Austin
Bryan Holcomb
Cheng Wee Leong
Luke Leung
Susanna Hanson

Dennis Knight
Jim Arnold
John Constantinide
Rob Risley
Wei Sun
Blake Ellis

STAFF PRESENT:

Candace DeVaughn, Manager - Board Services
Chandrias Jolly, Assistant Manager - 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
Craig Wright, Director of Finance

Daniel Gurley, Mgr. - Membership & Member
Contact Center
Lilas Pratt, Manager - Special Projects
Tony Giometti, Sr. Mgr. - Conference Programs

CALL TO ORDER

Mr. Schwedler called the meeting to order at 7:59 am.

CODE OF ETHICS

Mr. Schwedler read the code of ethics statement and advised that the full code of ethics statement and core values are available online.

ROLL CALL/INTRODUCTIONS

Roll call was conducted. Members, guests, and staff in attendance as noted above.

REVIEW OF MEETING AGENDA

Mr. Schwedler reviewed the meeting agenda. There were no changes or additions.

O&M PERSONNEL REPORT

Mr. Hermans reported. He reported that the group was charged with investigating how to increase membership among operation and maintenance personnel. Currently, Society has very few members who work in O&M, less than 2% of the total membership.

He reported that those who work in O&M are largely unaware that is open to them being members and their employers don't always see the value of them being members.

He reported that the recommendation from the group focuses on education - to educate O&M staff and their employers on the value of membership. Employers are the number one target to educate on the value of technicians being highly educated on their systems.

He suggested that there could be a new class of membership for those that may not have engineering degrees.

Mr. Rakheja reported there is a need for O&M worldwide. He suggested that Society could focus on hosting international conferences on the topic.

He also suggested that Society could develop incentive programs for multiple employees who work at one building.

He reported that the group recommends ongoing work and tracking by Members Council.

Mr. Schwedler thanked the group for their work and recommendations. He asked the group to work with staff to parse the recommendations out to the appropriate bodies for consideration.

FINANCE COMMITTEE UPDATE

Ms. Scoggins reported. She reported that she would be providing a brief update of where things stand for the remainder of the current Society Year as well as the budget for the upcoming Society Year.

She reported that Society is operating at a deficit for both the current and upcoming Society Years. For the current year, the PPP loan forgiveness puts society in the positive.

She reported that there will likely be an additional funding request from the DEI Subcommittee that will need to be discussed by the BOD. She stated that any additional funding requests should be submitted as soon as possible.

MEMBERS COUNCIL FUNDING REQUEST

Mr. Mehboob moved that

1. Members Council recommends to the Board of Directors that Society provide one free conference registration (to Winter and Annual meeting) to all new full dues paying members to use within their first two years of membership.

Mr. Mehboob reported that anecdotal evidence suggests that many members do not get actively involved in ASHRAE until they attend a Winter or Annual conference and can see the inner workings of Society. Attending the conference introduces a new member to TCs, SPGs, technical and paper sessions, panels of industry leaders, students, YEA, and WIA/DEI members, and provides firsthand experience to the professional and social benefits of ASHRAE at the Society level.

Many new members may not have employer financial support or have connections to volunteer opportunities that may provide reduced or free registration. As the conference registration is not insignificant, providing one free registration to new members would open doors to those that may not otherwise attend and not only drive further involvement in Society and Chapter events, but also future conference registrations/revenue.

This motion could also increase attendance by international members by providing a significant offset to the costs associated with attending the conference for those who typically have less employer financial support.

Execution could be handled by Society by including the free conference registration in the new member benefits marketing material and setting up a code for new members to use at the time of registration. This benefit would not apply to "new" members who were previously members but were given a new membership number when they rejoined ASHRAE.

He reported that the motion passed Members Council via a unanimous voice vote.

It was asked if there was any discussion at Members Council to try to include attending a CRC to improve regional involvement. Mr. Mehboob responded that there was wide ranging discussion at Members Council. He did not recall that there was discussion of providing free registration to a CRC.

Mr. Glesne added that there was limited discussion of CRC attendance, and it was determined that the motion should come from the Regions.

Ms. Scoggins stated that she was undecided on the motion. She stated that her recollection was that the motion did not pass Members Council by a significant margin. She stated that if passed, there would be phantom revenue loss since the cost incurred would be from individuals that wouldn't be members anyway.

Mr. Mehboob responded that the fiscal impact provided in the motion was the extreme number. Ms. Bryant added that the fiscal impact provided was if all new members took advantage of the offer. An average of new members from the last two years was used to calculate the fiscal impact.

Mr. Zentz spoke in favor of the spirit of the motion. He stated that the motion, as written, is too loose and not well defined.

Ms. Bryant responded that the intent of the motion, as written by MP, would be to try the new program and track it for three years. If the program was successful, the motion wouldn't need to be revoked; if the program wasn't successful, the Committee would put forward a motion to rescind the program.

Mr. Rakheja stated that he was undecided on the motion. He suggested that the program be introduced for a limited period. He stated that the program could result in higher member retention.

Mr. Gray spoke in favor of the motion. He stated that the program had much more upside potential as opposed to downside risk.

Mr. Gagnon spoke in favor of the motion.

Mr. Khankari spoke in favor of the motion. He stated that the program would encourage chapter members to attend Society meetings and reduce the gap between Society and the grassroots.

Mr. Austin spoke in favor of the motion. He suggested that the BOD be provided with updated numbers for the how many members cancel membership after the first three years.

Ms. Maston spoke in favor of the motion. She recommended that ways to mitigate hotel costs be investigated as well. She stated that keeping the meetings affordable would encourage greater attendance.

Mr. Conlan spoke in favor of the motion. He suggested that a personal touch be added to ensure that these new members have a fantastic experience at the conference.

MOTION 1 PASSED (Unanimous Voice Vote, CNV).

EXCOM REPORT TO THE BOD

FEBRUARY 3, 2022

Mr. Schwedler moved that

2. The Executive Committee recommends to the BOD the appointment of a permanent liaison from the Student Activities Committee to the Scholarship Trustees Committee.

Mr. Schwedler reported that the quality and quantity of Scholarship Trustees had a formal means of disseminating information to Student Branch Advisors through the local ASHRAE Student Activities Chapter Chairs.

The motion passed ExCom unanimously.

Mr. Mehboob spoke in favor of the motion. He stated that it would be a silo buster.

MOTION 2 PASSED (Unanimous Voice Vote, CNV).

MARCH 17, 2022

Mr. Schwedler moved that

3. The Executive Committee recommends that the Board of Directors approve the William P. Chapman Scholarship as a Society Undergraduate Engineering Scholarship, awarded annually in the amount of \$5,000 with the following criteria:

The William P. Chapman Scholarship shall be awarded to a full-time undergraduate engineering student enrolled in a post-secondary educational institution where at least one of the following criteria is met:

1. The program is ABET accredited, or
2. The program is accredited by an agency outside the USA that is a signatory of the Washington Accord or has signed Memorandum of Understanding with ABET, or
3. The school has an active ASHRAE student branch

Eligible students must meet the Society's general criteria for an Undergraduate Engineering Scholarship as listed in the ASHRAE Scholarship Program Rules.

Mr. William Chapman, Presidential Member 1976-77, Scholarship Trustee from 1990-93, and a Foundation Trustee in 1999-00 (in addition to many other roles within Society), left the ASHRAE Foundation an estate gift of around \$119,000. The Foundation Board of Trustees approved the establishment of the William P. Chapman Scholarship Fund using \$100,000 from the \$119,000+ William Chapman estate gift. An additional \$5,000 will be taken from the estate gift to fund the scholarship in the first year.

The ASHRAE Foundation received the funds on Monday, February 14 and have set up the fund. The ASHRAE Foundation Trustees would like the Scholarship Trustees to define the criteria for this scholarship.

This motion passed ExCom unanimously (6:0:0, CNV).

MOTION 3 PASSED (Unanimous Voice Vote, CNV).

Mr. Schwedler reported that it was brought to the attention of ExCom that a number of associations have taken steps to modify relationships with associations they collaborate with, due to the conflict in Ukraine.

He reported that ExCom discussed the issue in full transparency. The Society has no legal requirement within any of the current sanctions that would require it to terminate memberships or any current relationships with other associations.

He reported that ExCom does not plan to bring any recommendations to the BOD.

BOD COMPOSITION & LEADERSHIP STRUCTURE SUBCOMMITTEE REPORT

Mr. Macauley reported. The full report is included in ATTACHMENT A.

He reported that this was the Subcommittee's progress report.

He reported that there will be one-hour sessions to review all of the proposed options in detail. The next goal will be to conduct a straw poll to gauge which options are more favorable to narrow it down to two options. Keeping the current BOD structure will always be one of the options for the BOD to choose from.

Mr. Macauley reported that the fundamental BOD structure has not changed significantly since 1959 when the Society consolidated. The current structure was set up to primarily support North American Chapters. Are there opportunities to restructure the BOD to better support members? The Subcommittee is also investigating opportunities to remove silos, especially across councils.

It was suggested that the Subcommittee provide a one-to-one correlation of how the guiding principles will be implemented in each proposed structure.

Mr. Schwedler thanked the Subcommittee for their work and Mr. Macauley for his leadership.

EXECUTIVE SESSION

Executive session was called at 9:14 am.

Open session reconvened at 9:59 am.

INFORMATION ITEMS

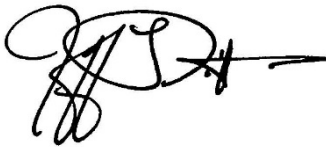
2022-23 CRC SCHEDULE

Mr. Schwedler reviewed the 2022-23 CRC schedule.

He reported that the ROB encourages DALs to attend their Region's CRC. One of the decisions that Mr. Mehboob and the incoming ExCom made was to list DALs on the CRC schedule to reinforce that they are expected and allowed to attend their Region's CRC.

ADJOURNMENT

The meeting adjourned at 10:01 am.

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

Jeff H. Littleton, Secretary

ATTACHMENTS:

A. BOD Composition & Leadership Structure Subcommittee Report



ASHRAE SY2021-22

**BOD Composition &
Leadership Structure
Subcommittee**

April 6, 2022
Progress Report

Committee Members

Devin
Abellon

Don
Colliver

Wade
Conlan

Rick
Hermans

Eileen
Jensen

Dunstan
Macauley

Sarah
Maston

Tim
McGinn

Ashish
Rakheja

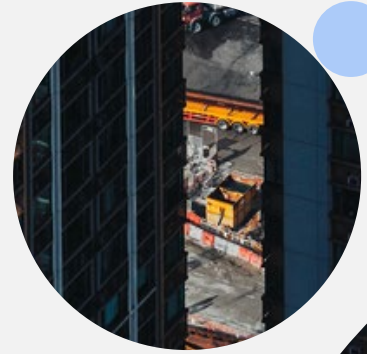
Andres
Sepulveda

Tim
Wentz

Doug
Zentz

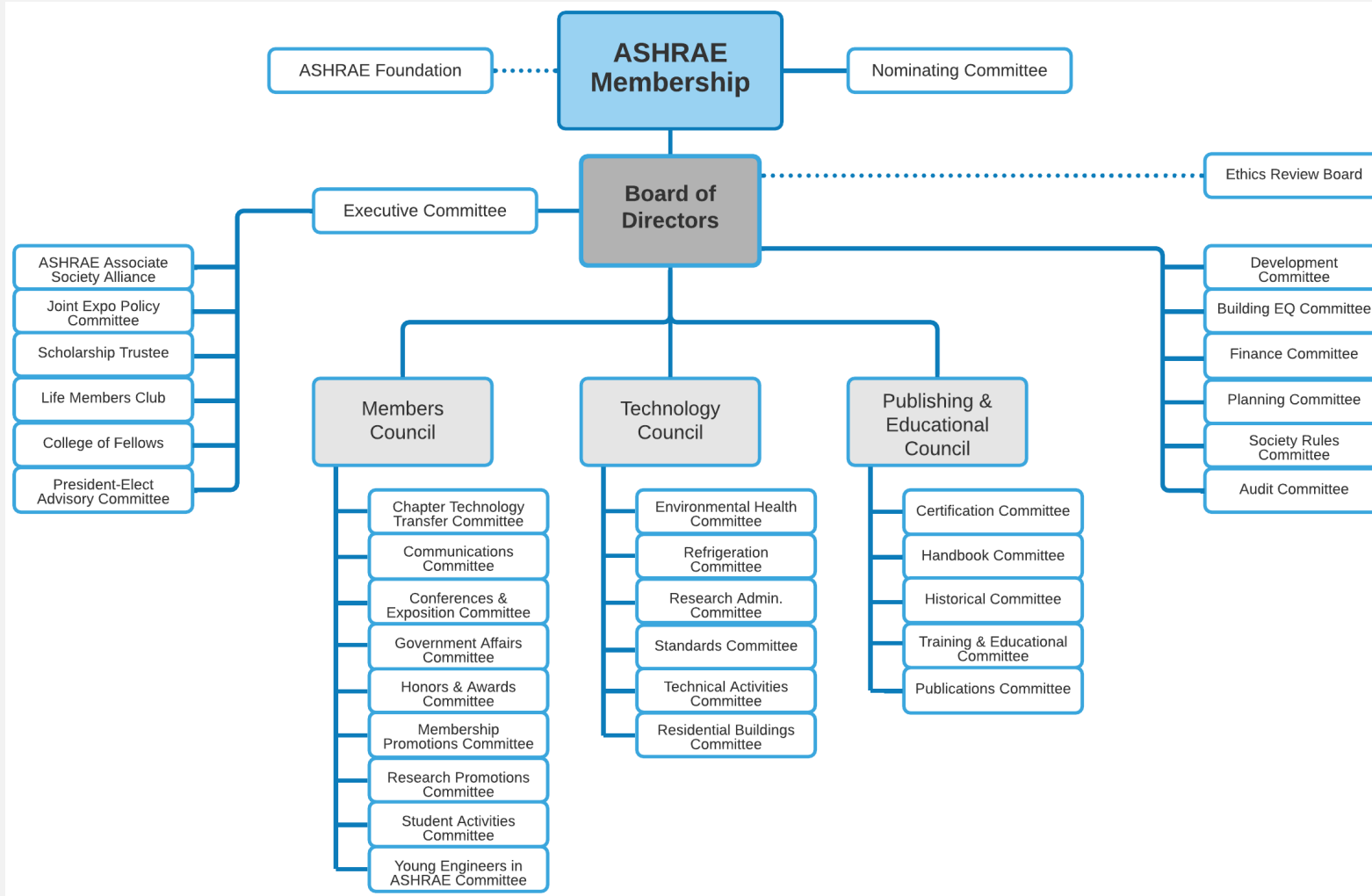
Tasks

- Define proposed organizational chart with options
- Develop a list of Pros and Cons for proposal
- Identify required changes to the Bylaws and ROB
- Identify the potential impact on Councils and Committees
- Develop a roadmap for implementation

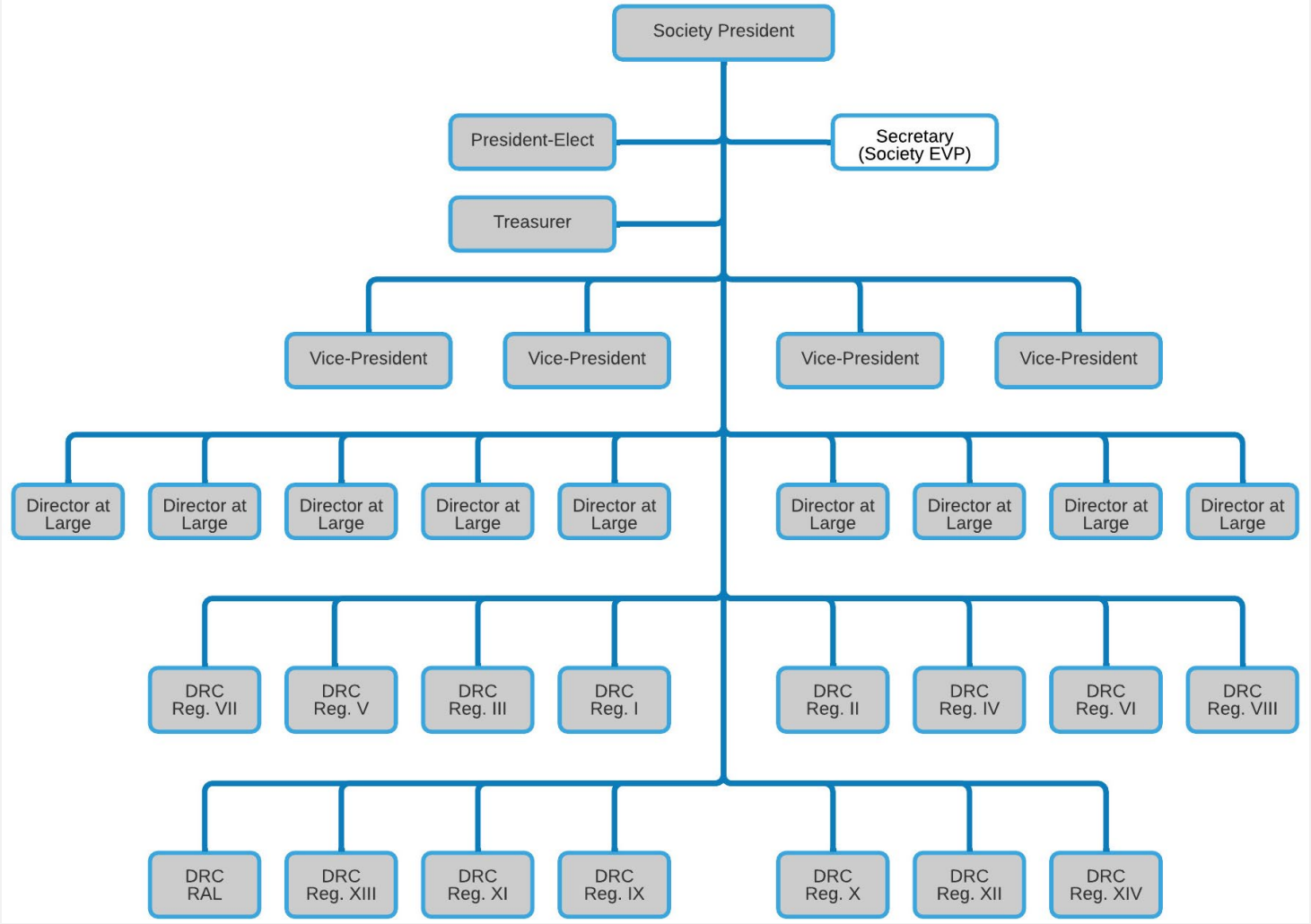


Guiding Principles

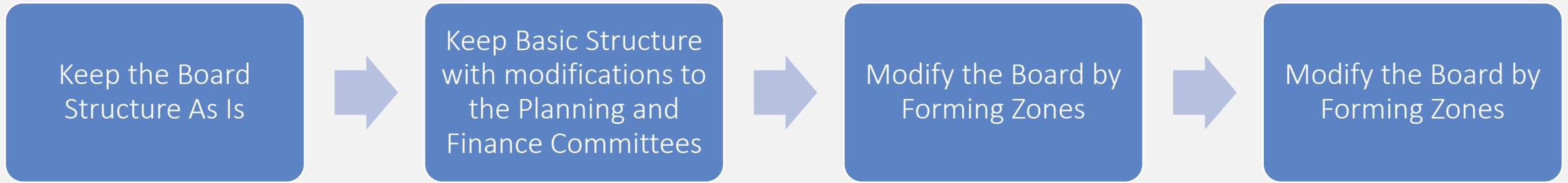
- The world and ASHRAE have changed significantly since our Society's consolidation in 1959.
- The fundamental BOD composition has not.
- Consideration should be given to BOD changes that:
 - Will allow better service to our Membership
 - Make the Board of Directors more strategic.
 - Push decision making down into organization
 - Improve Operational Efficiency
 - Speed up decision making by removing silos
 - Be market focused



ASHRAE Board of Directors



ASHRAE BOD Structure

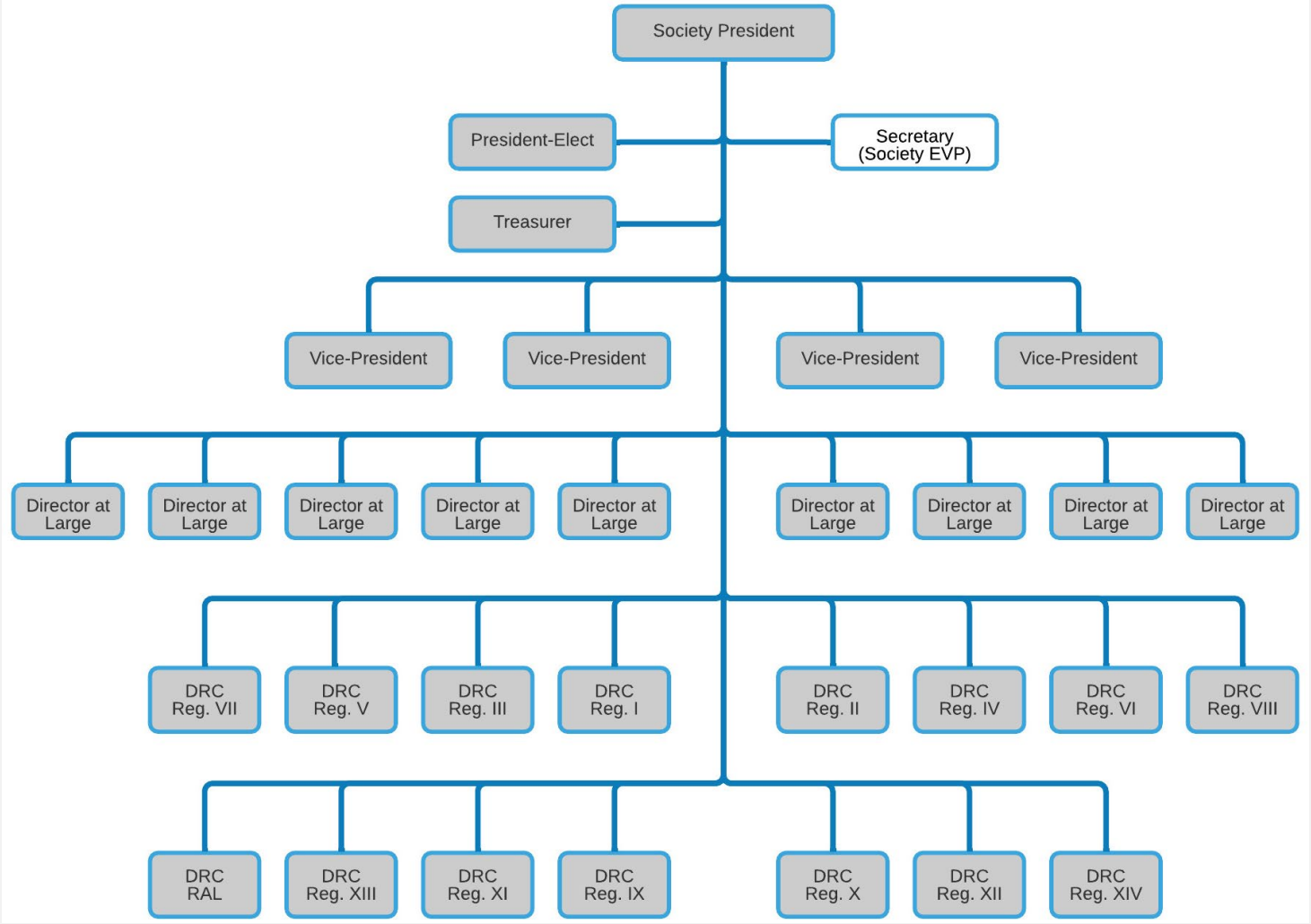


Proposed Options



OPTION A

No Change



ASHRAE BOD Structure

Option A – No Change

The Null Option

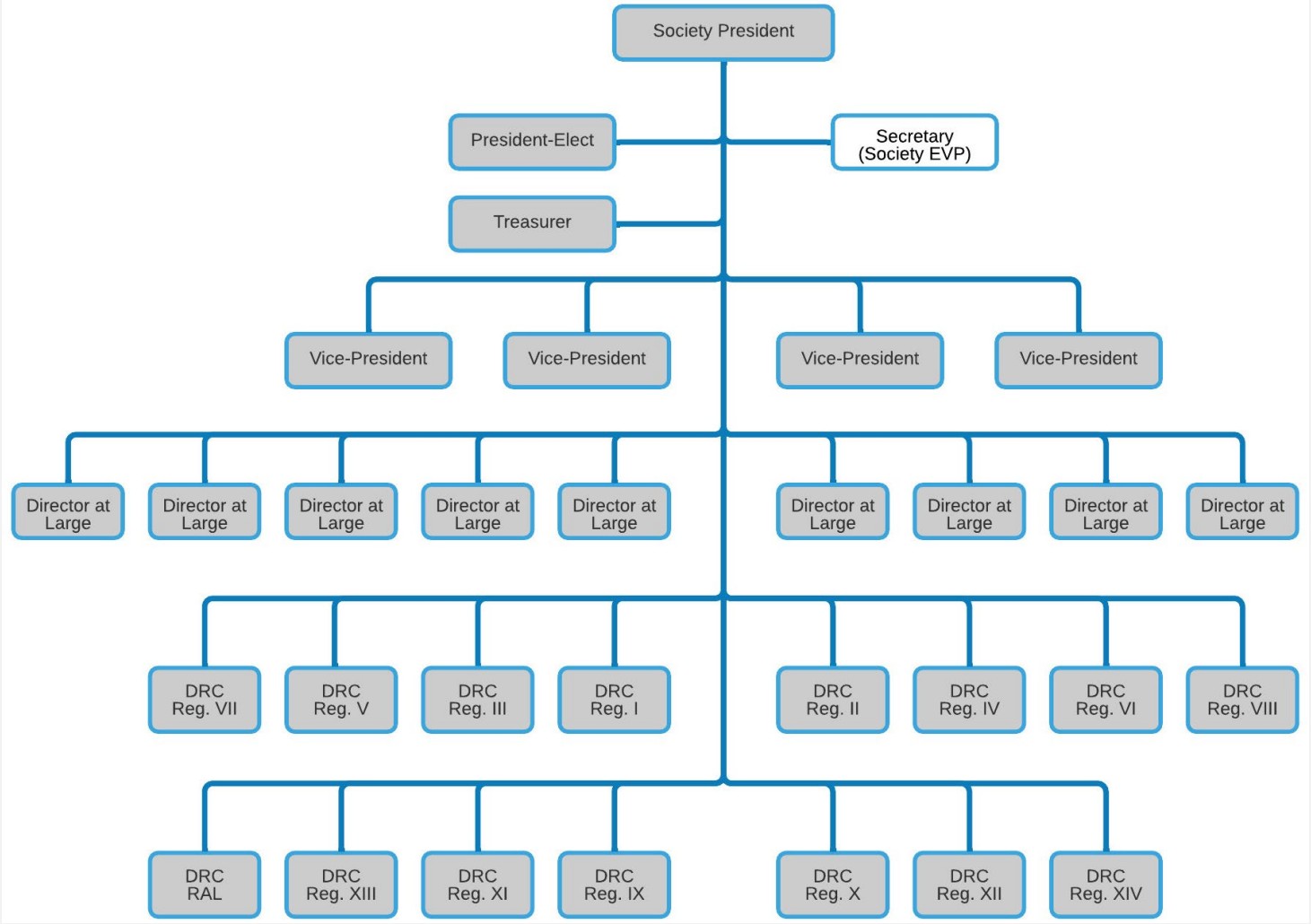
- No changes to the Board structure
- No changes to Committees, Councils, or subcommittees
- No changes to regional structure or chapters





OPTION B

**Keep the Board
As Is with
Changes to
Finance &
Planning**



ASHRAE Current BOD Structure

Option B – Keep the Board As Is w/Changes to Finance & Planning Committees

Proposed Finance Committee Structure

- Chair (Presidential Member, 2 yr. term, Board elected)
- Vice Chair (Treasurer)
- Executive Vice President (non-voting)
- Vice Presidents (2) (1 yr. term, appointed)
- Current Director and Regional Chairs and Directors at Large (between 10 and 12) (at least 1 but no more than 3 consecutive yr. term, appointed)
- Past Board Directors or Vice Presidents (between 4 and 6) (at least 1 but no more than 3 consecutive yr. term, appointed)
- Staff Director (non-voting)



Option B – Keep the Board As Is w/Changes to Finance & Planning

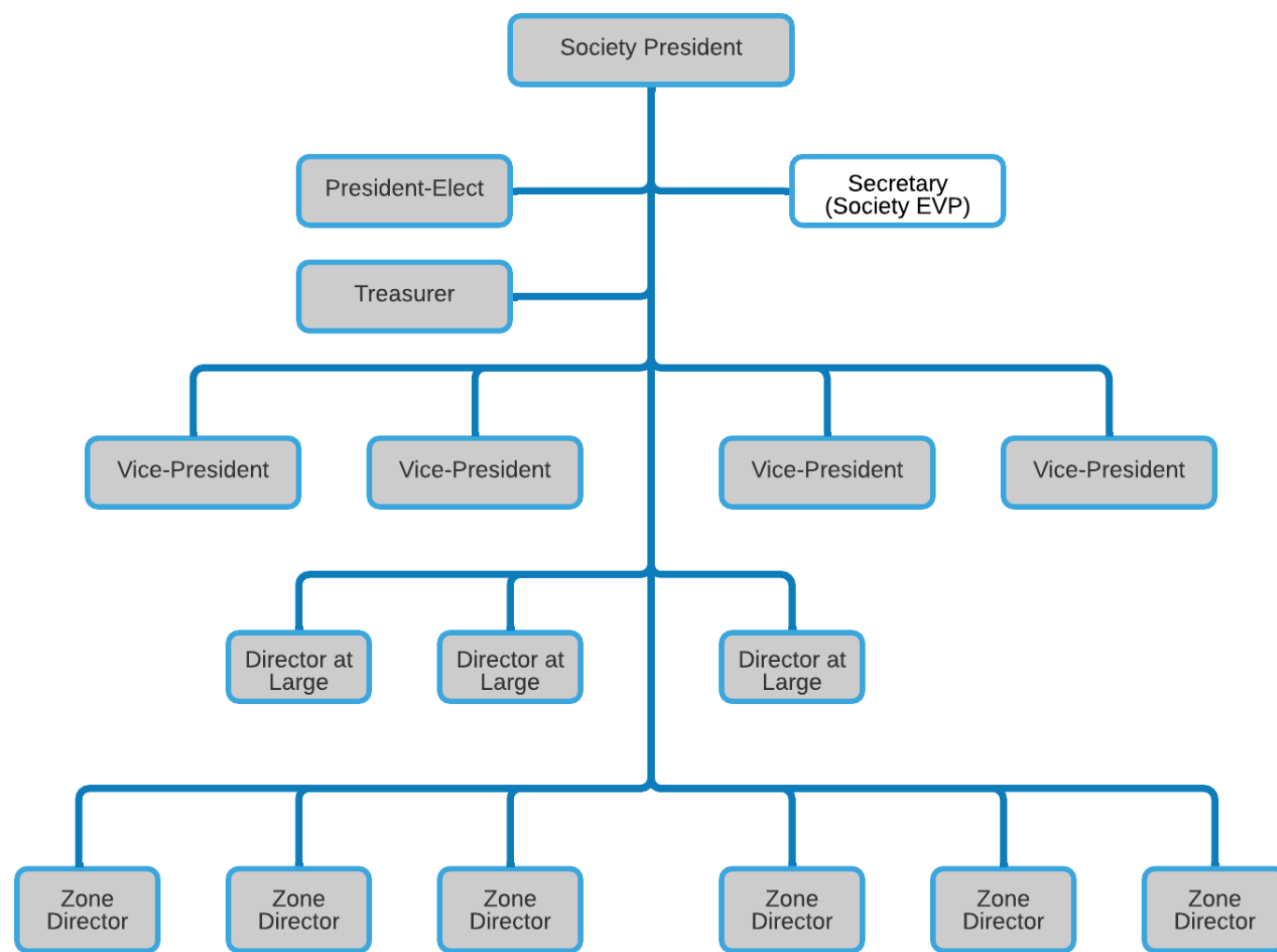
Proposed Planning Committee Structure

- Chair (Presidential Member, 2 yr. term, Board elected)
- Vice Chair (Past ExCom member, 2 yr. term, Board elected)
- Executive Vice President (non-voting)
- Vice Presidents (2) (1 yr. term, appointed)
- Current Director and Regional Chairs and Directors at Large (between 10 and 12) (at least 1 but no more than 5 consecutive yr. term, appointed)
- Past Board Directors (between 4 and 6) (at least 1 but no more than 5 consecutive yr. term, appointed)
- YEA Committee member (non-voting, appointed)
- Non-board Members (2) (non-voting, appointed)
- Staff Director (non-voting)





OPTION C
Six Zone
Option



Proposed ASHRAE BOD Structure - Zones

Option C – Six Zones from Existing Regions

Proposed Board of Directors Structure

- President
- President-Elect
- Treasurer
- Executive Vice President (non-voting)
- Vice Presidents (4)
- Zone Directors (6)
 - Zone Directors shall serve on the BOD
 - Zone Directors shall communicate regularly with Regional Chairs within their Zones
 - Zone Directors will focus on strategic discussions and decisions within its boundaries and operational collaboration among the Regions within the District boundaries.
- Directors at Large (3)



Option C – Six Zones from Existing Regions

Proposed Regional Structure

- Regional Chair
 - Assumes regional responsibilities previously held by DRC
 - Represents the region at Members Council
- Regional Members Council Rep / Assistant Regional Chair
- Grassroots RVCs (1 per Region)
- Regional Nominating Committee (member, alternate, alternate reserve)
- Regionally appointed officers
- ECC
 - Honors and Awards
 - Historian
 - Treasurer



Option C – Six Zones from Existing Regions

Regional Operations

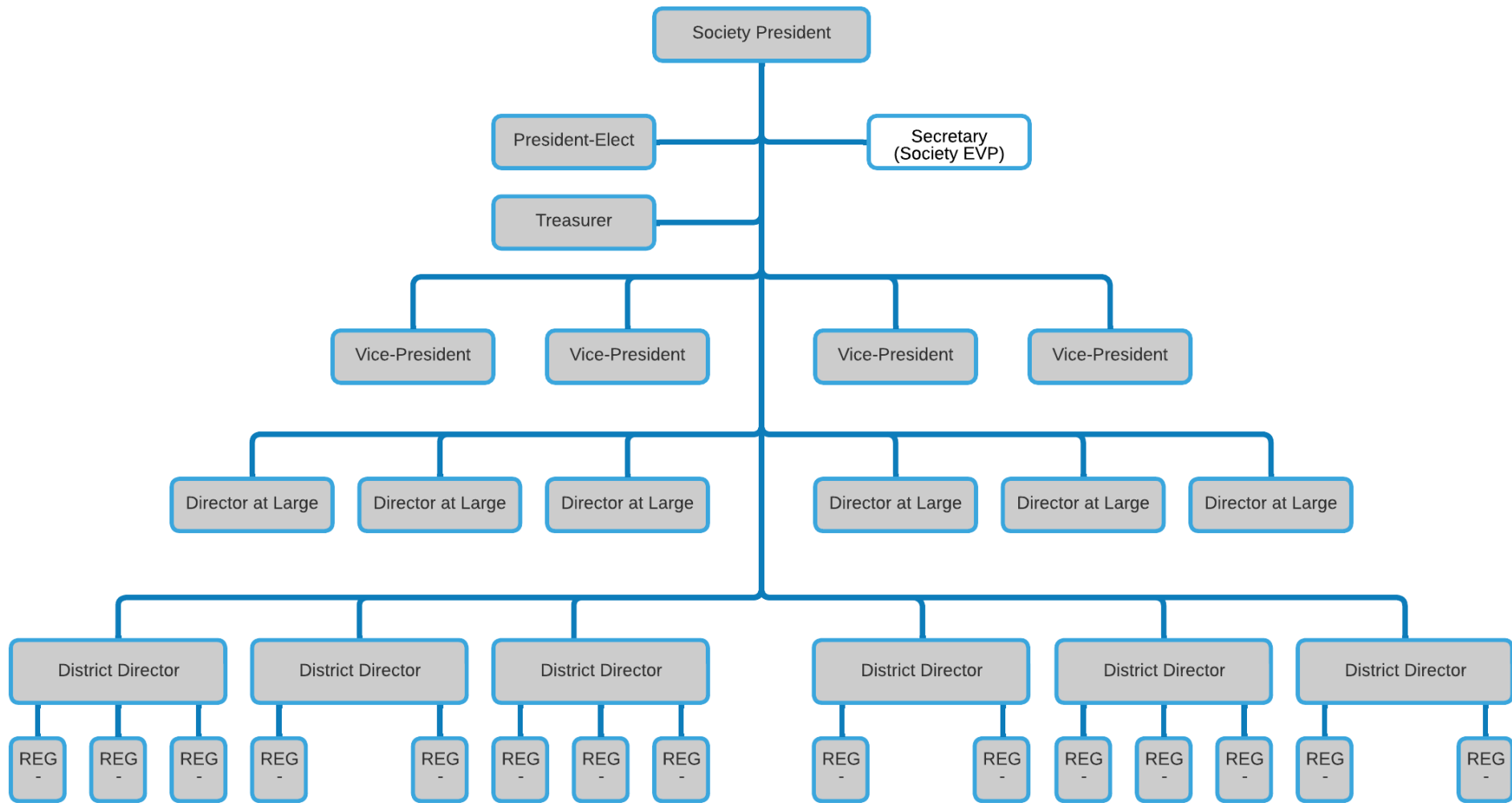
- Regional Chair shall assume the regional responsibilities previously held by the DRC, and represent the region at Members Council
- All other regional activities, roles, and responsibilities shall remain the same.
- Regions will continue to hold their own CRCs.
- At CRC, the caucus will nominate the Regional Chair and provide a recommendation for Zone Director to the Zone Regional Caucus
- At CRC, the caucus will make recommendations for RVCs. RVCs will remain presidential appointments





OPTION D

**Six Districts
with Existing
Regions**



Proposed ASHRAE BOD Structure - Zones

Option D – Six Districts with Existing Regions

Proposed Board of Directors Structure

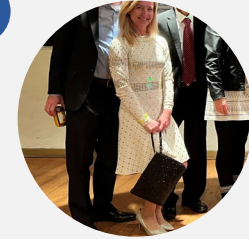
- President
- President-Elect
- Treasurer
- Executive Vice President (non-voting)
- Vice Presidents (4)
- District Directors (6)
 - District Directors shall serve on the BOD, representing all members
 - District Directors shall communicate regularly with Regional Chairs within their District and present District perspectives, thus providing regional representation
 - District Directors will focus on strategic discussions and decisions within its boundaries and operational collaboration among the Regions within the District boundaries.
- Directors at Large (6)



Option D – Six Districts with Existing Regions

Proposed Regional Structure

- Regional Chair
 - Assumes regional responsibilities previously held by DRC
 - Represents the region at Members Council
- Assistant Regional Chair
- Grassroots RVCs (6 total)
- Regional Nominating Committee (member, alternate, alternate reserve)
- Regionally appointed officers
- ECC
 - Honors and Awards
 - Historian
 - Treasurer



Option D – Six Districts with Existing Regions

Regional Operations

- Regional Chair shall assume the regional responsibilities previously held by the DRC, and represent the region at Members Council
- All other regional activities, roles, and responsibilities shall remain the same.
- Regions will continue to hold their own CRCs. District Director shall attend all CRCs within their District as a Board representative alongside a senior officer and staff member. Regions may opt to hold mega-CRCs (District Conferences) but regional operations will remain separated.
- At CRC, the caucus will elect the Regional Chair and Nominating Committee
- At CRC, the caucus will make recommendations for RVCs. RVCs will remain presidential appointments
- At CRC, the caucus will make recommendations for Board positions (including District Director) to be forwarded to the Nominating Committee



Timeline - TBD

SY2022-23



SY2023-24



SY2024-25



SY2025-26





**Discussion /
Questions?**

Option D– Six Districts with Existing Regions

- Creation of Six New **Districts**, comprised of existing Regions
- One Director per District
- One RC per Region
- One RVC per Region for each of the 6 Grassroots Committees

District 1:

- Region I (5,122)
- Region II (3,283)

8,405 Members

District 2:

- Region III (4,101)
- Region V (2,973)

7,074 Members

District 3:

- Region IV (2,481)
- Region VII (1,963)
- Region XII (2,929)

7,373 Members

District 4:

- Region VI (4,095)
- Region IX (3,547)
- Region XI (3,523)

11,165 Members

District 5:

- Region VIII (3,845)
- Region X (4,127)

7,972 Members

District 6:

- Region XIII (3,216)
- Region XIV (1,934)
- RAL (4,045)

9,195 Members

*Membership numbers based on February 2022 Membership Dashboard