



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

**Monday, May 9, 2022**

**Approved by the Board of Directors on June 26, 2022.**

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Monday, May 9, 2022

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**PRINCIPAL APPROVED MOTIONS**

Board of Directors Meeting

Monday, May 9, 2022

<b>No. - Pg.</b>	<b>Motion</b>
1 - 4	ASHRAE allocate up to \$70,000 to pursue a third-party consultant to establish Society's scope 3 greenhouse gas emissions as an organization.
2 - 5	Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum <i>g</i> ( <i>Table B-7, Performance Requirements for Heat Rejection Equipment, increases the minimum efficiency requirements by 5%</i> ) ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, <i>Standard for the Design of High-Performance Green Buildings Except Low-Rise Residential Buildings</i> , be approved for publication.
3 - 5	Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum <i>j</i> ( <i>removes the Jurisdictional Option provisions for cool walls and adds a requirement to follow Standard 90.1</i> ) ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, <i>Standard for the Design of High-Performance Green Buildings Except Low-Rise Residential Buildings</i> , be approved for publication.
4 - 6	The BOD DEI Advisory Subcommittee recommends to the ASHRAE Board of Directors that the BOD DEI Advisory Subcommittee budget be increased to \$50,000 in 2022-2023, \$50,000 in 2023-2024 and \$50,000 in 2024-25.



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

Monday, May 9, 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  
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  
Devin Abellon, Region X DRC  
Eileen Jensen, Region XI DRC  
Robin Bryant, Region XII DRC  
Apichit Lumlertpongpana, Region XIII DRC\*  
Richie Mittal, RAL DRC  
Kelley Cramm, DAL  
Wade Conlan, DAL  
Dru Crawley, DAL  
Ken Fulk, DAL  
Art Giesler, DAL  
Jaap Hogeling, DAL  
Kishor Khankari, DAL  
Adrienne Thomle, DAL  
Ashish Rakheja, DAL

\*Did not attend the full meeting.

**GUESTS PRESENT:**

Dennis Knight  
Billy Austin  
Jim Arnold  
John Constantinide  
Susanna Hanson  
Trent Hunt  
Bill Kent

Cheng Wee Leong  
Luke Leung  
Wei Sun  
Blake Ellis  
Bryan Holcomb  
Rob Risley  
Chris Balbach

**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

Lilas Pratt, Manager - Special Projects  
Tanisha Meyers-Lisle, Procedures Administrator

**CALL TO ORDER**

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

**CODE OF ETHICS**

Mr. Schwedler read the code of ethics commitment.

**ROLL CALL/INTRODUCTIONS**

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

**REVIEW OF MEETING AGENDA**

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

**FINANCE COMMITTEE****2022-23 BUDGET PRESENTATION**

Ms. Scoggins reported on the 2022-23 draft budget and stated that final approval of the budget would take place at the Winter Meeting.

She led a discussion of the principles behind budget assumptions and reviewed the fund structure.

Ms. Scoggins reported that the current year's budget shows as positive but the Society is operating at a deficit.

**FY21-22 FORECAST VS. FY22-23 DRAFT BUDGET**

Ms. Scoggins reviewed the current fiscal year's forecast and the upcoming Society year's draft budget.

It was asked if future contributions to the HQ building would be counted below the line. It was suggested that the Finance Committee consider where this income should be reflected.

Ms. Scoggins stated that her assumption was that future contributions would be counted as revenue. She reported that the contribution from NIBE has a finite timeline.

Mr. Littleton added that two installment payments of the total eight had been received from NIBE. He suggested that contributions should be listed below the line as they are extraordinary sources of income. He stated that extraordinary items are placed below the line so that they do not influence decision making. He added that this income can be listed either above or below the line.

Ms. Scoggins added that this discussion can be taken back to Finance for further consideration.

It was asked if legal costs were included in the potential future expenditures. Ms. Scoggins responded that legal costs were not included. She added that if a quantifiable number is provided to the Committee, it can be included in the budget. She reported that legal fees are typically added below the line.

**FINANCIAL STATEMENTS - CONSOLIDATED AND COUNCILS**

Ms. Scoggins reported that letters were added to columns to make review and discussion easier.

It was discussed that the current investment forecast should be adjusted based on the current environment. It was suggested that the Finance Committee consult with Society's investment investors to determine how to adjust that forecast.

Mr. Wright reported that there is a meeting scheduled with Society's investment advisors prior to the Annual Meeting. Staff will update the investment forecast accordingly.

Mr. Mehboob expressed concern with the Society's revenue trend. He suggested that, in terms of revenue, Finance Committee needs to take a hard look.

Ms. Scoggins reported that the Committee has been working hard with staff to review and update the forecast. She reported that the BOD approved several items at the Winter Meeting that will impact the budget. General budget items are getting tightened up after each staff review.

### **RFQ FOR DECARBONIZATION SCOPE 3**

Ms. Scoggins reported that the Finance Committee had a motion for the BOD's consideration. She reported that she was asked to put together a small group to investigate scope 1, 2, and 3 emissions. The group determined that Society should focus on its organizational scope 3 emissions; and that a study was required, as it was felt that volunteers are not experts in these items.

She reported that two responses to the RFQ were received. The two respondents have not been engaged; the group wanted to understand the BOD's appetite before moving forward.

There was extensive discussion of the RFQ and scope 3 emissions. A summary of that discussion is below:

*There are currently two task forces working on this item. That seems to indicate that this is an overreach; even associations like AIA have not looked at reducing scope 3 emissions. It was suggested that the incoming task force should be consulted before a final decision is made. This input would also help the BOD have a wider understanding of the reasons why Society should or should not go forward.*

*Was there consideration of a preliminary investigation by volunteers? This investigation would not be equivalent to conducting a paid study, but it would be fiscally responsible and would provide insight into whether a volunteer led study would be satisfactory or not.*

*Scope 3 emissions are a little outside the scope of the typical volunteer.*

*The goal is to get ahead of the curve and get Society's house in order.*

*It may be premature to go out for professional services at this time; staff and volunteers could at least make a first pass. Unless a paid study is being used as an indicator to the industry that Society is an early adopter.*

*It seems like the wild west when it comes to scope 3. Are we at a point where we know who the experts are?*

*This should ultimately be owned by volunteers, but Society should move quickly during this wild west phase. If the study is entirely volunteer led it will take a long time to determine the process; don't feel that is the right path at this time.*

*What will this exercise do? What is it that we want to do? Need to understand the value proposition. Suggest getting a second opinion from the incoming TFBD. Feel there is undue haste.*

*Have been talking about this for six months now, it is time to move. Society is well behind the curve. Don't see the value in delaying this decision.*

*Is a likely outcome that Society purchases carbon offsets in order to offset Society's scope 3 emissions? Do we know how much carbon offsets would cost?*

*There will likely be some carbon offsets. The study would establish a baseline of Society's carbon footprint. Society may not get to zero immediately, but the study would provide information on how to reduce Society's carbon footprint.*

*If we are providing guidance to the Chapters on scope 3, have the Chapters been led through scope 1 and 2?*

*Scope 1 and 2 can be handled internally. About half of all DL presentations are on decarbonization, covering scope 1 and 2. Chapters are well versed from that standpoint.*

Ms. Scoggins moved and Mr. McGinn seconded that

1. ASHRAE allocate up to \$70,000 to pursue a third-party consultant to establish Society's scope 3 greenhouse gas emissions as an organization.

Ms. Scoggins reported that, if approved, this expense would be included in the 2022-23 budget.

Mr. Hermans spoke against the motion. He stated that he had not heard an argument as to why this needs to happen this Society year.

Mr. Gray spoke in favor of the motion. He stated that the motion on the floor speaks to the motion that the BOD recently passed related to how Society should address decarbonization with urgency.

Mr. Mehboob spoke strongly against the motion. He stated that the motion on the floor does not have background to explain the benefits. He expressed his opinion that there is no urgency that would prohibit the BOD from waiting until the next meeting to act. He stated that he was unconvinced of the benefits of hiring a consultant.

Ms. Jensen spoke in favor of the motion. She stated that a group has been studying this for six months already. She stated that other groups have been doing GHG studies for ten years; if Society is serious, we need to walk the talk.

Mr. Leung spoke in favor of the motion. He asked if confirmation from the incoming TFBD ExCom and Chair should be solicited.

**MOTION 1 PASSED (24:3:0, CNV).**

Ms. Scoggins reported that she will communicate with the incoming TFBD ExCom to determine if they would like to be involved moving forward.

### **TECHNOLOGY COUNCIL REPORT**

Mr. McGinn reported that the publication motions presented below are addenda that have unresolved objectors, negative project committee votes with reason, or a threat of legal action. These motions are preceded by formally voted recommendations from the project committees and Standards Committee. The rules do not require a vote from Technology Council. Appeals procedures now allow for consideration of an appeal of a BOD standards action or inaction only if the negative vote or unresolved comment is based solely upon procedural grounds. A reminder to BOD members - members are to review these motions for adherence to ASHRAE's Procedures for Standards Action (PASA) and ANSI Essential Requirements and not technical content. If the BOD disapproves a Standards Committee Document for publication, please minute the detailed reason(s) for the record.

A summary of unresolved commenters and/or negative project committee votes on these publication drafts is included in the analysis sheets that were distributed prior to the meeting and attached to the agenda. By default, all Standards Committee Documents will be processed by our ANSI Audited Designator procedures unless otherwise indicated by the BOD. In all cases, the fiscal impact for publication drafts is within existing budgets.

The following motions have unresolved commenters or negative project committee votes but no negative votes by Standards Committee. The reasons for the negative votes were technical in nature with no alleged process violations subject to appeal. Please refer to the analysis sheets for the full detail on the reasons for negative votes and/or unresolved commenters and a summary of Project Committee responses that were distributed prior to the meeting.

Mr. McGinn moved that

2. Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum *g* (*Table B-7, Performance Requirements for Heat Rejection Equipment, increases the minimum efficiency requirements by 5%*) ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, *Standard for the Design of High-Performance Green Buildings Except Low-Rise Residential Buildings*, be approved for publication.

**MOTION 2 PASSED** (Unanimous Voice Vote, CNV).

Mr. McGinn moved that

3. Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum *j* (*removes the Jurisdictional Option provisions for cool walls and adds a requirement to follow Standard 90.1*) ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, *Standard for the Design of High-Performance Green Buildings Except Low-Rise Residential Buildings*, be approved for publication.

**MOTION 3 PASSED** (Unanimous Voice Vote, CNV).

Mr. McGinn reported that Tech Council approved the proposed changes to the TPS for ANSI/ASHRAE/IES 90.1, *Energy Standard for Buildings Except Low-Rise Residential Buildings*.



**DEI ADVISORY SUBCOMMITTEE REPORT**

It was reported that Mr. Sepulveda was representing Society at a conference and was unable to attend the meeting. Ms. Thomle reported on behalf of the Subcommittee.

Ms. Thomle moved that

4. The BOD DEI Advisory Subcommittee recommends to the ASHRAE Board of Directors that the BOD DEI Advisory Subcommittee budget be increased to \$50,000 in 2022-2023, \$50,000 in 2023-2024 and \$50,000 in 2024-25.

Ms. Thomle reported that the DEI Subcommittee took most of the year to determine that a consultant was needed to help train the BOD, Regional Officers, and Chapters. The Subcommittee requested quotes from three different companies.

Mr. Macauley stated that an RFP was needed to select the consultant. He stated that going to three recommended firms was not enough.

Ms. Thomle confirmed that the training scheduled for June was just training and would not be used to determine if the company was a good fit for the consultant.

She confirmed that the motion was requesting an additional \$50,000, in addition to the \$24,500 currently in the 2022-23 budget.

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

Ms. Thomle reported that Society is participating in the International Network of Women in Cooling. The Subcommittee is also coordinating with CIBSE on DEI.

Mr. Schwedler encouraged all BOD members to read *The Blind Spot*, which was distributed to BOD members at the Winter Meeting.

**INFORMATION ITEMS****PRESIDENTIAL TRAVEL REPORT THROUGH APRIL 30, 2022**

Mr. Schwedler reported that the travel report will be updated to include visits conducted during the Winter Meeting. These updates will be made to the final report. He thanked Mr. Ellis for bringing this omission to his attention.

**EXECUTIVE SESSION**

Executive session was called at 9:30 am.

Open session reconvened at 10:43 am.

**ADJOURNMENT**

The meeting adjourned at 10:44 am.

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

Jeff H. Littleton, Secretary