



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

**Monday, March 27, 2023**

**Approved by the Board of Directors on June 25, 2023.**

**TABLE OF CONTENTS**  
Board of Directors Meeting  
Monday, March 27, 2023

|  |            |
|--|------------|
| <b>CALL TO ORDER</b> .....                   | <b>2</b>   |
| <b>CODE OF ETHICS</b> .....                  | <b>2</b>   |
| <b>ROLL CALL/INTRODUCTIONS</b> .....         | <b>2</b>   |
| <b>REVIEW OF MEETING AGENDA</b> .....        | <b>2</b>   |
| <b>PROPOSED NEW STANDING COMMITTEE</b> ..... | <b>2-4</b> |
| <b>EXCOM REPORT TO THE BOD</b> .....         | <b>4-7</b> |
| FEBRUARY 27, 2023 .....                      | 4-5        |
| MARCH 2023 .....                             | 5-7        |
| <b>BOD SUBCOMMITTEE REPORTS</b> .....        | <b>7-9</b> |
| DEI ADVISORY .....                           | 7-8        |
| FINANCIAL FOCUS .....                        | 8          |
| STRATEGIC BUSINESS DEVELOPMENT .....         | 8          |
| SOCIETY STREAMLINING .....                   | 8-9        |
| <b>EXECUTIVE SESSION</b> .....               | <b>9</b>   |
| <b>ADJOURNMENT</b> .....                     | <b>9</b>   |

## PRINCIPAL APPROVED MOTIONS

Board of Directors Meeting

Monday, March 27, 2023

| No. - Pg. | Motion  |
|-----------|---|
| 2 - 4     | <p>The Executive Committee recommends that the ASHRAE Board of Directors approve revisions to 2.2 of the Rules of the Board (shown below):</p> <p><b>2. GENERAL RULES</b></p> <p>2.2 The Board of Directors delegates responsibility for the operation of the Scholarship Program, <b>including the approval of scholarship agreements</b>, to the Scholarship Trustees, which has sole authority for the final selection and approval of scholarship recipients, the number of scholarships awarded, the frequency of awards, the amount of each award. The scholarship trustees shall report to the Board of Directors through the Executive Committee.</p>   |
| 3 - 5     | <p>The Executive Committee recommends to the Board of Directors that the second sentence of ROB 2.101.005.1 be revised as shown below:</p> <p>2.101.005.5</p> <p>A. Proposed major organizational changes shall be submitted as information and in writing to the Society's Board of Directors at least sixty (60) days before any action is taken. <del>Major organizational changes shall be defined as dissolving or adding a standing committee or council or adding or eliminating a council or board position.</del> <u>Major organizational changes shall be defined as adding or dissolving a council or changing the makeup of the Board.</u> Organizational changes may also be defined as "major" by a two-thirds affirmative vote of the Board members voting.</p> <p>B. Any motion presented to the Board of Directors to make any major organizational changes shall be presented to the Board at one Board session and not voted on until the next Board session or a later Board session.</p> |



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

Monday, March 27, 2023

**MEMBERS PRESENT:**

Farooq Mehboob, President  
Ginger Scoggins, President-Elect  
Dennis Knight, Treasurer  
Billy Austin, Vice President  
Dunstan Macauley, Vice President  
Sarah Maston, Vice President  
Ashish Rakheja, Vice President  
Jeff Littleton, Secretary  
Steven Sill, Region I DRC  
Ronald Gagnon, Region II DRC  
Mark Tome, Region III DRC  
Bryan Holcomb, Region IV DRC  
Jim Arnold, Region V DRC  
Susanna Hanson, 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  
John Constantine, Region XII DRC  
Cheng Wee Leong, Region XIII DRC  
Andres Sepulveda, Region XIV DRC  
Richie Mittal, RAL DRC  
Blake Ellis, DAL  
Luke Leung, DAL  
Wei Sun, DAL  
Dru Crawley, DAL  
Ken Fulk, DAL  
Art Giesler, DAL  
Wade Conlan, DAL  
Kishor Khankari, DAL  
Adrienne Thomle, DAL

**GUESTS PRESENT:**

|                |                    |                      |                      |
|----------------|--------------------|----------------------|----------------------|
| Chandra Sekhar | Buzz Wright        | Ben Coy              | Jeff Magnusson       |
| Scott Peach    | Doug Cochrane      | Bill McQuade         | Jojo Castro          |
| Joe Sanders    | Heather Schopplein | Bill Knight          | Kay Thrasher         |
| Jonathan Smith | Steven Bushby      | Brandon Guy          | Mahesh Prabhu        |
| Carl Huber     | Ashley Keller      | Bratislav Blagojevic | Mohammad Nasir Ahmad |
| Donald Gariepy | Corey Metzger      | Devanand Maharaj     | Nivedita Jadhav      |
| Patrick Marks  | Erica Powell       | Mohamed Faizal       | Omar Rojas           |
| Rupesh Umtol   | Patrick Irick      | Paul Chipoco         | Rodrigo Arias        |
| Terry Townsend | Ryan Staton        | Spencer Morasch      | Stephanie Wren       |
|                | Tiffany Abruzzo    | Valerie Simmons      | Yongkie Tileno       |

**STAFF PRESENT:**

Candace DeV Vaughn, Manager - Board Services  
Chandrias Jolly, Assistant Manager - Board Services  
Joyce Abrams, Director - Member Services  
Vanita Gupta, Director - Marketing  
Mark Owen, Director - Publications & Education  
Stephanie Reiniche, Director – Technology  
Alice Yates, Director – Government Affairs  
Craig Wright, Director – Finance  
Daniel Gurley, Mgr. – Membership and Member Contact  
Ryan Shanley, Manager – International Standards  
Tony Giometti, Sr. Mgr. – Conference Programs

**CALL TO ORDER**

Mr. Mehboob called the meeting to order at 11:00am.

**CODE OF ETHICS**

Mr. Mehboob read the code of ethics commitment.

**ROLL CALL/INTRODUCTIONS**

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

**REVIEW OF MEETING AGENDA**

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

**PROPOSED NEW STANDING COMMITTEE**

Mr. Knight moved that

1. The Executive Committee recommends that the Board of Directors approve the formation of a new standing committee named Global Technical Interaction Committee reporting to Technology Council and recommend that the Board of Directors implement this by approving the following new proposed Rule of the BOD:

**2.XXX GLOBAL TECHNICAL INTERACTION COMMITTEE****2.XXX SCOPE AND PURPOSE**

**2.XXX.1** The Global Technical Interaction Committee shall be responsible for harnessing the technical resources of ASHRAE to impact international standards and maximize the global influence of ASHRAE standards, guidelines, and other technical work products on the practice of HVAC&R and the built environment.

This includes developing, implementing, and managing processes that enable information flow and coordination between chapters, technical committees, standard project committees, and international technical advisory groups.

**2.xxx.2** The committee shall inform the ASHRAE leadership and membership of the potential impacts of the activities and make recommendations on new activities and policies in response.

**2.xxx.02 MEMBERSHIP**

**2.xxx.02.1** Maximum of thirteen (13) voting members, including a chair and a vice chair.

**2.xxx.01.1.1.** Vice Chair of Standards Committee

**2.xxx.01.1.2.** Vice Chair of Technical Activities Committee

**2.xxx.01.1.3.** Representatives of ASHRAE U.S. Technical Advisory Groups for ISO committees that are administered by ASHRAE (currently there are four).

2.xxx.01.1.4. A minimum of three and maximum of six members at large representing the global community targeting areas outside North America in consultation with the Regional Chairs.

2.xxx.01.1.5. Non-voting members include a Board ex-officio member, a coordinating officer, a Government Affairs Committee liaison, and an ASHRAE Associate Society Alliance liaison.

#### **2.xxx.02.2 Qualifications**

2.xxx.01.2.1 The chair and vice chair shall hold the grade of Member or higher in the Society.

2.xxx.01.2.2. The majority of the voting members of the committee must be ASHRAE members of Associate Grade or higher.

2.xxx.01.2.3 At-large members should have experience in international standards, or their local country codes and standards.

#### **2.xxx.02.3 Term of Service**

The term of service shall be one year for the Vice Chair of Standards and the Technical Activities Committee and for other voting members four (4) years, subject to ROB 3.300 *Election and Appointment Procedures*.

#### **2.xxx.03 OPERATION**

2.xxx.03.1 The committee will think and act globally, planning and implementing activities promoting the ASHRAE standards within ISO, CEN and other international standards developing organizations.

2.xxx.03.2 The committee will promote international standards and technical products, create materials to highlight their development and engage members outside North America.

2.xxx.03.3 The committee will identify areas where ASHRAE should provide administrative support for ISO technical committees, sub committees, or working groups and support member participation in other standards activities outside the United States.

2.xxx.03.4 The committee will identify areas where ASHRAE should seek member engagement in the development of standards and technical products in other standards developing organizations outside the United States.

2.xxx.03.5 The committee will coordinate with the Government Affairs Committee, enabling them to inform policy makers about the relevance of existing and developing international standards.

2.xxx.03.6 The committee may wish to bring members of other societies and groups with needed expertise to meet with this committee. Transportation costs to bring

members of other societies/groups with needed expertise to meet with this committee may be paid if approved by the chair of Technology Council.

#### **2.xxxx.04 STRATEGIC PLAN**

2.xxx.04.1 The committee shall develop procedures for recommending updates to the strategic plan as needed.

2.xxx.04.2 At a minimum the committee shall submit a report to Technology Council prior to the Annual Meeting that includes the status of each activity which supports the fulfillment of the committee's assignments under the strategic plan.

2.xxx.04.3 Prior to each Annual Meeting, the committee shall report to Technology Council all recommendations for changes to the strategic plan provided by the committee's constituents.

#### **MOTION 1 POSTPONED FOR 60-DAYS**

Mr. Knight advised that following the 60-day waiting period, the BOD will discuss and vote on the above motion.

It was advised that members with questions or seeking additional information should contact Mr. Knight.

#### **EXCOM REPORT TO THE BOD**

##### **FEBRUARY 27, 2023**

Mr. Mehboob advised that the first recommendation was already discussed.

Mr. Mehboob moved that

2. The Executive Committee recommends that the ASHRAE Board of Directors approve revisions to 2.2 of the Rules of the Board (shown below):

#### **2. GENERAL RULES**

2.2 The Board of Directors delegates responsibility for the operation of the Scholarship Program, **including the approval of scholarship agreements**, to the Scholarship Trustees, which has sole authority for the final selection and approval of scholarship recipients, the number of scholarships awarded, the frequency of awards, the amount of each award. The scholarship trustees shall report to the Board of Directors through the Executive Committee.

Mr. Mehboob reported that the recommendation responds to a suggestion from the Board Subcommittee on Streamlining that the approval process for scholarship agreements be shortened to conserve the time of the Board of Directors, which is the body that currently approves scholarship agreements.

This change was approved by the Scholarship Trustees and the Executive Committee unanimously.

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

Mr. Mehboob reported that discussion of and investigation into the Energy Star NextGen Certification is ongoing. The Building EQ Committee is aware of the EnergyStar program and the committee plans to discuss and provide a recommendation.

An action item was assigned to Ms. Scoggins and Ms. Maston to investigate how Building EQ compares to the Energy Star program, how Building EQ can be better marketing, and how Building EQ can gain more traction outside of North America.

Mr. Knight reported that Society is working hard to have the first phase, a concept document, of the pathogen mitigation standard complete by May 11<sup>th</sup>.

### **MARCH 2023**

Mr. Mehboob moved that

3. The Executive Committee recommends to the Board of Directors that the second sentence of ROB 2.101.005.1 be revised as shown below:

2.101.005.5

A. Proposed major organizational changes shall be submitted as information and in writing to the Society's Board of Directors at least sixty (60) days before any action is taken. ~~Major organizational changes shall be defined as dissolving or adding a standing committee or council or adding or eliminating a council or board position.~~ Major organizational changes shall be defined as adding or dissolving a council or changing the makeup of the Board. Organizational changes may also be defined as "major" by a two-thirds affirmative vote of the Board members voting.

B. Any motion presented to the Board of Directors to make any major organizational changes shall be presented to the Board at one Board session and not voted on until the next Board session or a later Board session.

Mr. Mehboob reported that the ROB in question pertains to major organizational changes and the rearrangement of committees has been removed. He emphasized that major organizational changes can also be voted on by a 2/3 vote of the BOD.

This proposed ROB change represents efforts to continuously streamline.

The floor was opened for discussion. A summary of that discussion is below:

*(Glesne) Has anyone confirmed that this change would not violate any nonprofit rules as required by the state of New York?*

*(Littleton) I am sure this change would not violate any of the not-for-profit rules or laws in the state of New York. There are no legal requirements with respect to Society's 60-day waiting period.*

*(Maston) Spoke in favor of the motion. As it relates to streamlining efforts, this proposed change would give the councils more opportunities to own their own structure.*



*(Khankari) Undecided. Still have several questions – What if the BOD has no opportunity to respond to a major change? In this motion, a major change is defined as two things, so if the BOD wants to define something as a major organizational change, it will no longer have that opportunity since the councils will be empowered to do so.*

*Can councils make decisions that will have major financial impacts?*

*(Mehboob) As per my understanding, any ROB change will come before the BOD; if the change is not a major organizational change, there will be no 60-day waiting period. The opportunity for the BOD will always be there because no change will occur without it coming before the BOD.*

*The BOD will still have the opportunity to decide if something is a major organizational change. If 2/3 of the BOD feel something is a major organizational change, that recommendation will follow the standard 60-day waiting period.*

*When a motion for a change comes before the BOD, it will contain financial implications.*

*(Khankari) Would that defeat the purpose of this motion? If all changes come to the BOD then why are we considering this change?*

*(Mehboob) It will come to the BOD, but the BOD will not have to wait 60-days. The proposed change removes the 60-day waiting period for some changes. The intention is to save time and yet, the BOD still has the opportunity, by 2/3 vote, to deem something a major organizational change.*

*(Thomle) In favor of the motion. Will the MOPs or Reference Manuals of the BOD or councils need to be updated?*

*(Mehboob) If they need to be updated that will occur if this motion is approved.*

*(Constantinide) In favor of the motion. Appreciate the clarification.*

*(Arnold) In favor of the motion. Not sure it goes far enough. Think we should give the councils even more autonomy. Do you really think the councils will do something the BOD can't stop?*

*(Peach) Against the motion as written. Could have a few rambunctious folks that convince half of an organization to go in a certain direction. Would suggest that 50% of the organization needs to agree if something is a major organizational change.*

*Don't disagree with the spirit of the motion.*

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

Mr. Mehboob thanked the Streamlining Subcommittee for their work.

Mr. Mehboob reviewed information items. There was discussion of the opportunities for joint programs with UAE MOEI, Architecture 2030, GlobalABC, UNEP, AIA, and ICC. A summary of comments are below:

*(Arnold) There are currently PAOE points being awarded for these types of activities.*

*(Leong) Have experience with joint seminars with the engineering association in Singapore. Quite aware of the danger of freebies. Rest assured that ASHRAE has more to gain.*

*(Khankari) Good initiative. All of these societies are working towards a common goal. Need to find a way to work together without sacrificing too much financially. Suggest promoting this as a mutual effort.*

*(Maston) Part of this discussion at ExCom wasn't that Society shouldn't be collaborating; but one of the associations suggested that individuals not pay ASHRAE dues but instead reap the benefits of ASHRAE membership vis-à-vis the association's partnership with ASHRAE.*

*Suggest that the ad hoc focus on membership value. What would be the additional benefit of being a full ASHRAE Member?*

*(Mittal) Needs to be worked out. See this as a positive opportunity. Confident that ASHRAE is different and that members are well aware. Collaboration with other associations will give Society a leadership position in all chapters.*

*(Mehboob) The idea is not to work together; want to work together on a basis that is fair, equitable, and a win-win for everyone.*

Mr. Mehboob thanked everyone for their input and the discussion. Will be moving forward with the ad hoc and hope to have a clear policy moving forward.

Mr. Austin reported that there was concern that the AEDG Steering Committee does not do anything identical to or in conflict with the work of the TFBD. Doing so would not be in the best interests of Society. Because of that, there have been discussions of tabling AEDG activity until it is determined that there is a clear path forward. This change would take effect on July 1.

Mr. Knight asked if this change required a motion or if the Steering Committee would just be allowed to sunset?

Mr. Mehboob responded that the intent is to just allow the group to sunset.

Mr. Austin stated that there is a framework in place with other organizations. Should there be a project for this group, we are here to do it.

## **BOD SUBCOMMITTEE REPORTS**

### **DEI ADVISORY**

Ms. Thomle reported that the group made a lot of progress. Staff DEI training was completed in two sessions.

Good discussions with YEA and MP teams. A new Research Subcommittee was created to work on the Presidential initiative to determine why young members do not become involved at the Society level.

Met with CIBSE to discuss their DEI initiatives. They have a program called 'Positive Action.' CIBSE expressed that they were impressed with Society's DEI work and indicated that Society's efforts are ahead of what they are doing.

Ms. Thomle was asked to elaborate on the rollout of DEI training videos to standing committee leadership. She advised that the subcommittee's preference is that members watch all five videos; the three new videos enhance what was taught.

She encouraged all BOD members to watch the video on microaggressions. Feedback from staff training was that some staff are unsure of how to address microaggressions and the new video addresses how to do so in a positive way.

Ms. Thomle was asked about the plan to conduct trainings with council and committee members. She responded that there is no plan for a formal BOD training. However, the DEI consultant will be attending a Chicago BOD meeting to provide updates and answer questions.

The intent is to also conduct a forum at the 2024 Winter Conference.

The BOD is highly encouraged to view all five DEI videos.

Work has already begun with Members Council. DEI Ambassadors have been assigned to roll out training and provide updates to the Chapters.

At the recommendation of Ms. Maston, standing committees that report to Tech Council will be asked to view the videos.

It was reported that the videos were developed so Society would not have to keep conducting and paying for live training.

Mr. Mehboob thanked Ms. Thomle and the group for their work.

#### **FINANCIAL FOCUS**

Mr. Knight reported that the group did not have a formal update.

He reported that the group would be meeting on Wednesday to review a document put together by Mr. Giesler and Mr. Sill on updated limits of authority for councils and committees.

The group plans to bring forward a motion to the BOD to review the new draft limits of authority. Will also be working toward finishing the process of rewriting budgeting tools.

#### **STRATEGIC BUSINESS DEVELOPMENT**

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

The desire is to piggyback off of existing roundtables and summits to continue to receive feedback. One area not fully taken advantage of are CRCs; at every CRC there are typically at least three members of the BOD and a Staff Director. How do we take advantage of that senior leadership in attendance to foster the relationship with the local community and better understand their needs?

#### **SOCIETY STREAMLINING**

Ms. Maston reported. An updated proposed new leadership structure is included in ATTACHMENT B.

She reported that the group has been focusing on two of the scope questions assigned – Who should report to the BOD? How can the BOD and ExCom be free for strategic operations and push decision making further down in the organization?

She reported that the subcommittee has been investigating the function of entities and looking at ways for form to best serve function. Notes at the bottom of the proposed leadership structure provide additional background information. Dotted lines represent communication lines.

Mr. Mehboob stated that the desire is for Society to be a global leader. He recommended that AASA continue to report to the BOD; for the optics and out of respect for the 66 national associations.

Society is not funding a great deal into AASA. They are an autonomous group with its own leadership council. The BOD cannot direct the work of AASA.

He thanked Ms. Maston and the group for their work. He stated that they are on the verge of something great.

#### **EXECUTIVE SESSION**

Executive session was called at 12:42 pm.

Open session reconvened at 12:52 pm.

#### **ADJOURNMENT**

The meeting adjourned at 12:52 pm.

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

Jeff H. Littleton, Secretary

#### **ATTACHMENTS:**

- A. Strategic Business Development Subcommittee Report
- B. Proposed New Leadership Structure

# ASHRAE Strategic Business Development Subcommittee

# Committee Members



Dru Crawley

Blake Ellis

Ken Fulk

Ron Gagnon

Chris Gray

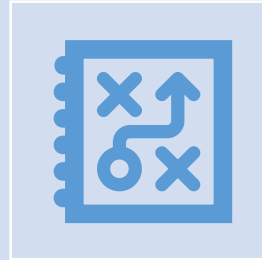
Luke Leung

Jeff Littleton

Dunstan  
Macauley

Randy  
Schrecengost

# Goals



Develop an actionable strategic business plan for rolling out new products and services.



Strategic evaluation of the market trends and identifying business development goals over the next five years

# Workplan

₱ Review the current business models, operating practices and marketing strategies to determine how revenues/gross margins can be enhanced.

🌐 Determine opportunities to collaborate with industry partners to promote key topic areas globally?

📣 Identify opportunities to enhance brand recognition.

⚠️ Scan the market to establish the demand for potential new products and services which ASHRAE is qualified and should provide.

🏠 Identify gaps in the built environment that ASHRAE is best positioned to fill.

🌈 Identify the value adds of ASHRAE and how we can differentiate from other organizations.

↗️ How do we maximize the effectiveness of our virtual platforms?



# Recommendations



Recommendation to the Publishing and Education Council to translate up to three ALI courses into a language other than English in order to support the diverse global membership of ASHRAE.



Recommendation to the Publishing and Education Council to translate up to five ASHRAE's publications into a language other than English.



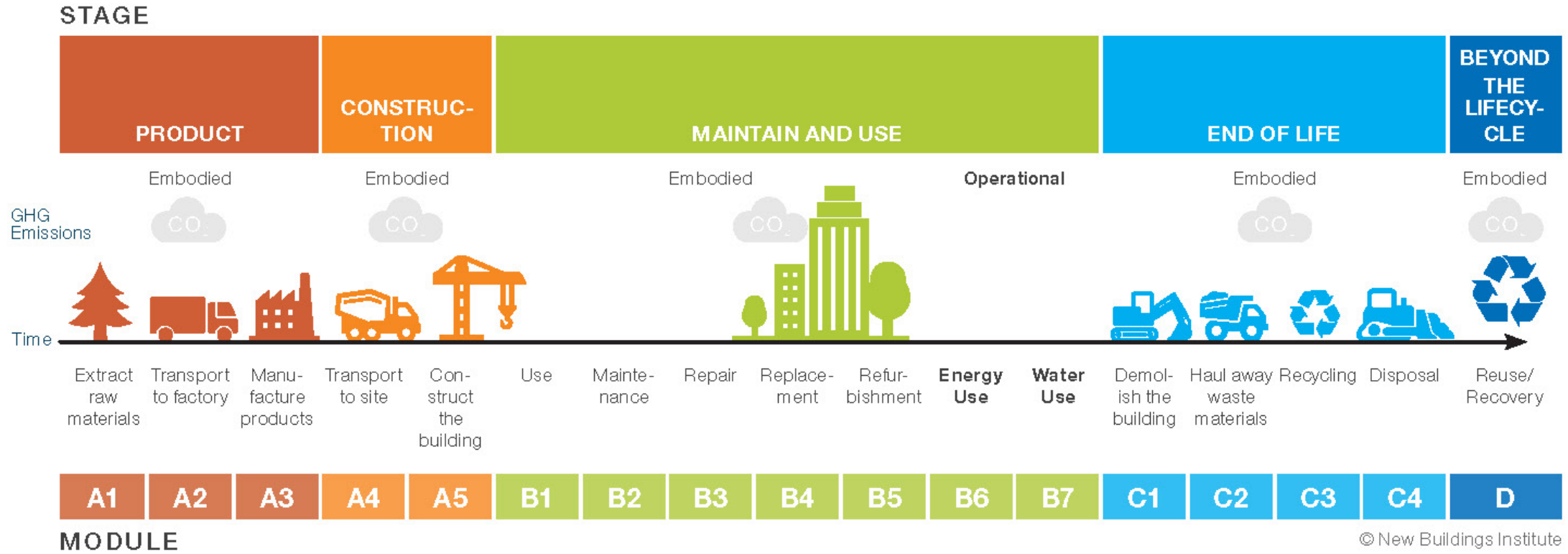
Recommendation to the Publishing and Education Council to conduct an annual industry roundtable to identify new products and services.



Recommendation to the Board of Directors to work with our industry partners to create comprehensive tools that implement the guidelines and guides produced by the Epidemic Task Force (ETF) and the Task Force for Building Decarbonization (TFBD).

**FIGURE 1: LIFECYCLE STAGES**

Data source: BS EN 15978:2011



# Carbon Metric Toolkit

# Market Feedback from Industry Partners

---





# Expanding our Digital Presence

---



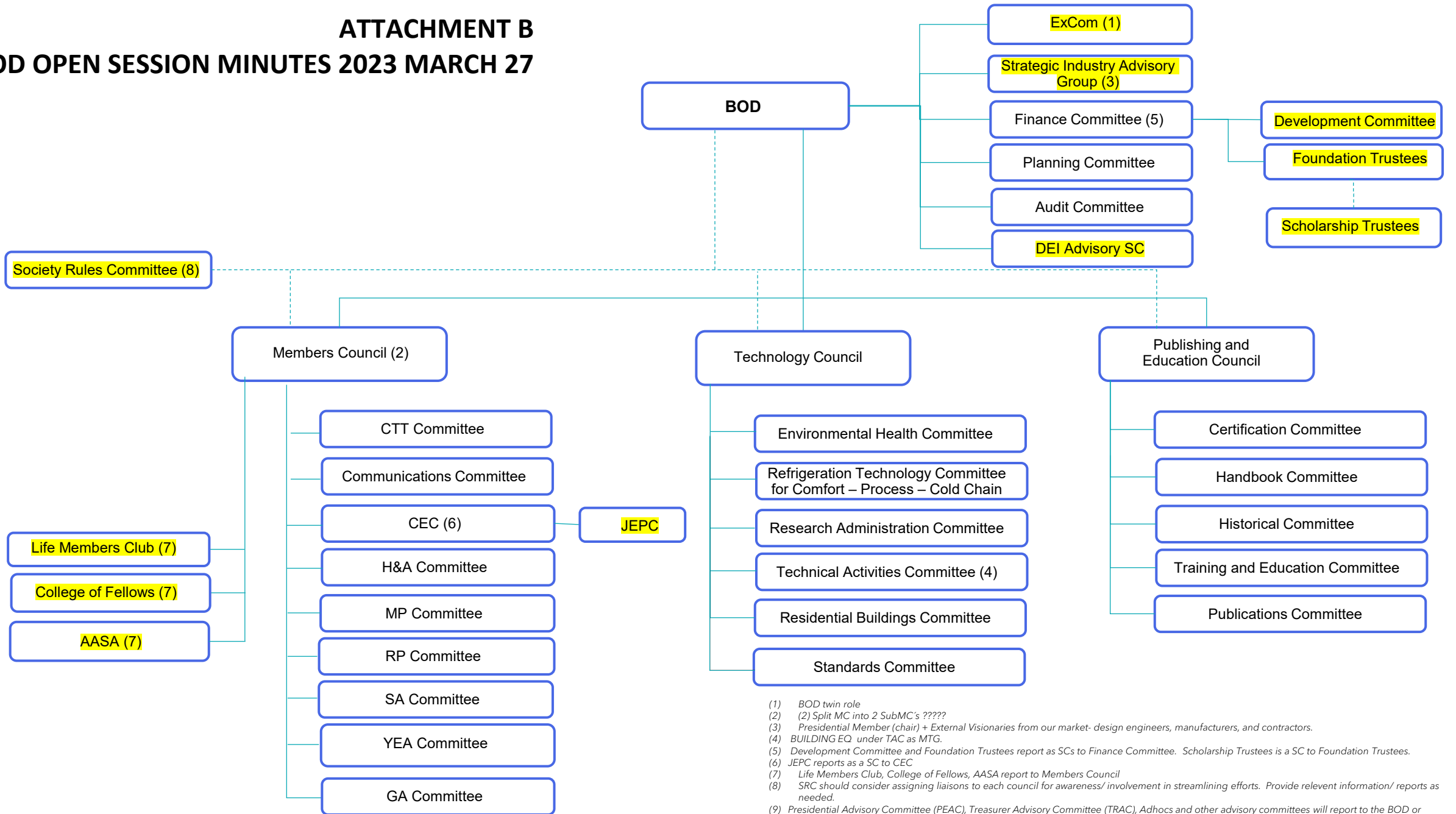


Thank  
You!

---

# ATTACHMENT B

## BOD OPEN SESSION MINUTES 2023 MARCH 27



(1) BOD twin role  
 (2) (2) Split MC into 2 SubMC's ?????  
 (3) Presidential Member (chair) + External Visionaries from our market- design engineers, manufacturers, and contractors.  
 (4) BUILDING EQ under TAC as MTG.  
 (5) Development Committee and Foundation Trustees report as SCs to Finance Committee. Scholarship Trustees is a SC to Foundation Trustees.  
 (6) JEPC reports as a SC to CEC  
 (7) Life Members Club, College of Fellows, AASA report to Members Council  
 (8) SRC should consider assigning liaisons to each council for awareness/ involvement in streamlining efforts. Provide relevant information/ reports as needed.  
 (9) Presidential Advisory Committee (PEAC), Treasurer Advisory Committee (TRAC), Adhocs and other advisory committees will report to the BOD or councils as needed