



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

**Monday, May 22, 2023**

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

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Monday, May 22, 2023

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## PRINCIPAL APPROVED MOTIONS

Board of Directors Meeting

Monday, May 22, 2023

No. - Pg.	Motion
1 - 4	Building EQ recommends that the Board of Directors change the Building EQ Committee structure from a Board level standing committee to a Functional Group (FG) under Technology Council effective July 1, 2023.
2 - 4	ExCom 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 proposed new Rule of the Board (as shown in ATTACHMENT A).
3 - 5	<p>Technology Council recommends to the Board of Directors that Rule of the Board 2.303.01.1, Technology Council Membership be revised as shown:</p> <p style="margin-left: 40px;"><b>2.303.01 MEMBERSHIP</b></p> <p style="margin-left: 40px;"><b>2.303.01.1</b> The members of this council are as follows:</p> <p style="margin-left: 80px;">A. Chair: A Vice President of the Society</p> <p style="margin-left: 80px;">B. Vice Chair: A Vice President of the Society</p> <p style="margin-left: 80px;">C. Voting Members: Chair, Vice Chair, up to five (5) Directors, <u>the Chair of each committee reporting to this council</u>, plus, the following positions elected by the Board of Directors:</p> <p style="margin-left: 120px;">1. One (1) past voting member each from Research Administration, Standards, Technical Activities, and <u>one past Director and Regional Chair the Board of Directors</u> (past DRC).</p> <p style="margin-left: 120px;">2. Three (3) at-large members</p> <p style="margin-left: 80px;">D. Non-Voting Members: <del>Chair of each committee reporting to this council, plus the</del> <u>The</u> vice chair of <u>each committee reporting to this council</u>.</p> <p style="margin-left: 40px;"><b>2.303.001.2</b> (05-02-10-23)</p> <p style="margin-left: 40px;">At-large members are chosen for their past broad experience and expertise. At Large members should consider maintaining residential, refrigeration and environmental health experience on the council.</p>
4 - 6	The Financial Focus Board Subcommittee recommends changes to the Rules of the Board regarding Fiscal Limits of Authority, indicated in <b>red text</b> in ATTACHMENT B.
5 - 8	The Streamlining Subcommittee recommends to the Board of Directors that the Society Organizational Chart be altered as shown in ATTACHMENT D.
6 - 8	The Streamlining Subcommittee recommends to the Board of Directors that a Strategic Advisory Panel be created.



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

Monday, May 22, 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 Constantinide, 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:**

Bill McQuade  
Buzz Wright  
Chandra Sekhar  
Scott Peach

Corey Metzger  
Drake Erbe  
Heather Schopplein  
Joe Sanders  
Steven Bushby

Joe Sanders  
Jonathan Smith  
Mahroo Eftekhari  
Mick Schwedler  
Doug Cochrane

**STAFF PRESENT:**

Candace DeVaughn, Sr. Manager - Board Services  
Chandrias Jolly, 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 of Finance

Daniel Gurley, Mgr. – Membership & Member Contact  
Ryan Shanley, Manager – International Standards  
Tony Giometti, Sr. Mgr. – Conference Programs

**CALL TO ORDER**

The meeting was called to order at 8:01 am.

**CODE OF ETHICS**

Mr. Mehboob read the code of ethics commitment and advised that the full code of ethics statements and core values were available online.

**ROLL CALL/INTRODUCTIONS**

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

**REVIEW OF MEETING AGENDA**

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

**REVIEW OF ACTION ITEMS**

Action items 2, 5, and 7 were reported as complete. All other action items were reported as ongoing.

Mr. Macauley reported on the status of developing region-specific courses. He reported that the Training and Education Committee was in the process of revising their MOP and Reference Manual. He stated that the difficulty is not in just translating materials and courses but in making them specific to the localities.

Mr. Knight reported that action item 7 was complete. He also reported that staff is working on the necessary paperwork to form an MTG. Krishnan Gowri is compiling a list of three to five consultants that could assist Society with implementing AI strategies. Mr. Gowri is also helping to draft an RFP that can be sent to potential consultants. The last remaining item is to draft a budget for this work.

Mr. Littleton reported that it was exciting to learn from Mr. Gowri that AI tests are being conducted using an ASHRAE Handbook chapter. The testing is specifically investigating AI's ability to derive intelligent answers from graphs and charts.

He expressed excitement at a path forward in terms of identifying a tool and pointing it towards ASHRAE files and testing the ability of that tool for conversational inquiries against those documents. He advised that an outside consultant would help Society set up a system that would create the tool that would be resident on ashrae.org and used to query those things Society chooses to initiate. He reported that Mr. Gowri is an expert and has done quite a bit of work on this item for Society.

**FINANCE COMMITTEE**

Mr. Knight reported that the intent of the report was to introduce the BOD to the Society's 2023-24 budget. Mr. Wright collaborated with the councils and committees, leaving no stone unturned, to assemble a draft that is as accurate a forecast as possible.

He encouraged the BOD to ask questions or email him after the presentation.

He reported that detailed financials were available and attached to the agenda.

**FY23-24 BUDGET VS. FY22-23 FORECAST**

Mr. Knight reported that the document attached to the agenda included a summary from the detailed financials. The document is a comparison of 2023 to the proposed 2024 budget, based on April 30<sup>th</sup> numbers.

He reported that Society is honing in on a balanced budget.

**FY23-24 BUDGET PRESENTATION**

Mr. Knight presented on behalf of the Finance Committee. The full report was attached to the agenda.

The floor was opened for questions and comments.

Mr. Littleton pointed out that, from a big picture standpoint, Society also has \$500,000 in revenue below the line. This is confirmed revenue from the NIBE contribution.

Mr. Knight added that this revenue is included in the detailed reports.

Mr. Khankari stated that since Society is talking about AI and the plan is to move forward in some way, it would be nice to allocate funds towards AI. He also asked why salaries were listed in two places.

Mr. Knight responded to the salary question; reporting that is how overhead is allocated to the research fund. Specifically, those funds are the portion of salaries and benefits allocated to staff who manage the research fund.

Mr. Wright added that salaries listed in the research fund are predominantly RP salaries as well as some staff on the Technology team that support research.

Mr. Mehboob asked what total salaries where.

Mr. Knight reported that information was included in the consolidated financial statements.

Mr. Littleton reported that he anticipated coming to the BOD to request additions to the current staff headcount. Staff leadership is conducting some deep dives and anticipate between now and June making that request to the BOD.

Mr. Mehboob advised that time may not be available for this request in Tampa and advised that an additional BOD conference call would need to be scheduled to address this request.

Mr. Knight requested that BOD members submit questions and feedback to him by May 29<sup>th</sup>.

Mr. Sekhar stated that the increase in revenue caught his eye. If inflation is taken into consideration, how much is being set aside for new initiatives?

Mr. Wright advised that he works with the councils and committees to take planned new initiatives into consideration when assembling the draft budget and forecast.

Mr. Littleton reported that Society's cash position is really strong and will allow Society to sweep that additional cash into reserves in the near future. Society has begun investing some of that cash into short-term investment vehicles to earn a higher return.

Mr. Wright added that this strategy began this year as interest rates finally started to increase about 12 months ago.

### **FINANCIAL STATEMENTS – CONSOLIDATED AND COUNCILS – THRU APRIL 2023**

Mr. Knight advised that the consolidated financial statements were attached to the agenda for reference and the BOD's review.

### **PROPOSED MAJOR ORGANIZATIONAL CHANGES**

#### **BOD NOTIFIED SUNDAY, FEBRUARY 5, 2023**

Mr. Mehboob brought the motion back on the floor that

1. Building EQ recommends that the Board of Directors change the Building EQ Committee structure from a Board level standing committee to a Functional Group (FG) under Technology Council effective July 1, 2023.

Mr. Mehboob read the motion background.

Mr. Littleton stated that the BOD recently passed a motion that changed the definition of a major organizational change; specifically, that changes to standing committees no longer constitutes a major organizational change. However, this motion and the following one were proposed prior to that motion so they are following the previous process.

Mr. Khankari asked what the staff impact of the proposed motion would be.

Mr. Mehboob advised that the staff that was working with Building EQ before will continue to work with the Functional Group (FG) and that there would be no change.

Mr. Glesne suggested that the motion be accepted by unanimous consent in lieu of a roll call vote.

Mr. Knight suggested that a roll call vote was more appropriate as a 2/3 majority was required to pass.

Mr. Giesler stated that a voice vote could still be used, and the negative votes captured and counted.

There was consensus that voice vote was appropriate.

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

#### **BOD NOTIFIED MARCH 1, 2023**

Mr. Mehboob brought the motion back on the floor that

2. ExCom 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 proposed new Rule of the Board (as shown in ATTACHMENT A).

Mr. Mehboob reviewed the proposed new ROB included in ATTACHMENT A.

Ms. Thomle spoke in favor of the motion. Does this recommendation require an additional staff member to support the proposed new committee?

Mr. Littleton and Ms. Reiniche reported that additional staff would not be required for the proposed new committee.

Mr. Khankari spoke in favor of the motion. Since the proposed new committee would be a global committee, it will require more international travel which is more expensive. Is that accounted for in the fiscal impact?

Mr. Knight reported that for several years the budget has covered US TAGS to attend ISO meetings. The proposed new committee would not require additional travel; instead, funds are simply being moved from A to B.

Ms. Reiniche added that there are two separate budgets.

Mr. Sun spoke in favor of the motion. Do we need to include past Presidential Members that have international experience on the committee?

Mr. Mehboob responded that appointments would be up to the President-Elect.

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

### **TECHNOLOGY COUNCIL REPORT**

Ms. Maston moved that

3. Technology Council recommends to the Board of Directors that Rule of the Board 2.303.01.1, Technology Council Membership be revised as shown:

#### **2.303.01 MEMBERSHIP**

**2.303.01.1** The members of this council are as follows:

A. Chair: A Vice President of the Society

B. Vice Chair: A Vice President of the Society

C. Voting Members: Chair, Vice Chair, up to five (5) Directors, the Chair of each committee reporting to this council, plus, the following positions elected by the Board of Directors:

1. One (1) past voting member each from Research Administration, Standards, Technical Activities, and one past Director and Regional Chair ~~the Board of Directors~~ (past DRC).

2. Three (3) at-large members

D. Non-Voting Members: ~~Chair of each committee reporting to this council, plus the~~ The vice chair of each committee reporting to this council.

#### **2.303.001.2** (05-02-10-23)

At-large members are chosen for their past broad experience and expertise. At Large members should consider maintaining residential, refrigeration and environmental health experience on the council.

The floor was opened for comment and discussion.

Ms. Scoggins stated that the proposed changes allow the five Directors to remain on the Council as voting members as well as chairs of reporting committees. She reported that Directors are not voting members on Members Council.



Ms. Maston reported that the proposed changes are a starting point and additional streamlining may be proposed at a later date.

Mr. Littleton stated that the BOD could also decide to make that change now.

Mr. Macauley reported that Pub and Ed Council has the Directors and chairs as voting members as well.

Mr. Khankari stated that it seems as though there is not consistency across the councils.

Ms. Scoggins suggested that consistency across the councils is not required.

Ms. Maston stated that the makeup of the councils is very different. Tech Council and Pub and Ed Council have few committees that report to them. The proposed motion is appropriate for now and additional changes can always be made later.

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

### **BOD SUBCOMMITTEE REPORTS**

#### **FINANCIAL FOCUS**

Mr. Knight reported on behalf of the subcommittee. The full report is included in ATTACHMENT B.

Mr. Knight moved that

4. The Financial Focus Board Subcommittee recommends changes to the Rules of the Board regarding Fiscal Limits of Authority, indicated in **red text** in ATTACHMENT B.

Mr. Knight reported that the proposed edits were the work of Mr. Giesler and his working group.

Mr. Giesler reported that the proposed changes were reviewed by members of the Finance Committee, Mr. Wright, and other members of the subcommittee. The working group gathered all the areas that listed limits of authority, reviewed them, and developed the presented recommendations.

The proposed edits were reviewed and shown on screen.

Mr. Ellis asked if there was any discussion to remove the comptroller from the list?

Mr. Giesler responded that it was discussed but no changes were recommended. The group felt there were enough protections already in place as the comptroller cannot solely initiate and approve disbursements.

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

Mr. Knight reported that all deliverables assigned to the group were complete and details were included in the written report. The subcommittee will continue to take comments and questions on the new tool. It is recommended that Finance Committee own this new tool and review/revise/update it annually.

Mr. Mehboob stated that Society has a tradition of developing tools but not mandating their use. Do we want to mandate the use of this tool? If so, a motion would be required.

Mr. Knight suggested that everyone review the tool and provide feedback. The subcommittee will then formulate an appropriate motion to make its use a requirement. Comments and questions were requested by Monday, May 29<sup>th</sup>.

### **DEI ADVISORY**

Ms. Thomle reported on behalf of the subcommittee. The full report was attached to the agenda.

A global holiday calendar was created. If there are any comments or suggestions, please send them to Tanisha Meyers-Lisle.

Mr. Mehboob thanked Ms. Thomle and the subcommittee for their work. DEI training and education has been a huge win. Will the holiday calendar be included in ASHRAE 365?

Ms. Thomle responded that the holiday calendar is currently posted to the DEI website. Staff will be engaged to determine where else it can be made available. Will ensure that members are made aware of it.

### **STRATEGIC BUSINESS DEVELOPMENT**

Mr. Macauley reported on behalf of the subcommittee. The full report is included in ATTACHMENT C.

He reported that there is a huge opportunity for Publications to use AI in the translation of products and standards. He suggested that AI could be the first step in the translation process and the local chapters could then be engaged. A cohesive strategy will be developed.

To be global, Society must provide products and services that cater to local communities.

Mr. Khankari stated that this topic was near and dear to his heart. This is about strategic planning and market driven business development. How did the subcommittee define the market?

Mr. Macauley responded that the market is broad. Do consider Society's market to be the built environment, but we must also support what our members need and understand what tools they need to be successful. We support multiple markets.

Amazed at how many times ASHRAE Standards are mentioned by DOE.

Mr. Khankari expressed agreement that Society must serve the members and its core group. He suggested that business lies beyond that point.

Mr. Mehboob thanked Mr. Macauley and his group for their report. He expressed his hope that the group's report in Tampa would have concrete recommendations. Has funding been requested? If not, the group may want to consider submitting a placeholder amount for next year's budget.

Mr. Owen reported that a certain amount of discretionary funds are included in the budget each year. So, there are already funds available, in addition to those already allocated to the TFBD.

Ms. Jensen stated that if the expectation is that roundtables are required at CRCs, the group may want to consider making a motion, so members know what to expect.

Mr. Macauley responded that the subcommittee is working with the DRC Forum to develop a policy, which will reside with Pub and Ed Council.

**SOCIETY STREAMLINING**

Ms. Maston reported on behalf of the subcommittee. The full report was attached to the agenda.

Ms. Maston moved that

5. The Streamlining Subcommittee recommends to the Board of Directors that the Society Organizational Chart be altered as shown in ATTACHMENT D.

Mr. Khankari stated that he was undecided on the motion. He suggested that a fourth council was needed.

Mr. Constantinide spoke in favor of the motion. The recommendation conveys what Society needs to move towards more functionality. Having too many councils can bring a sense of delegation and efficiency but we need to understand how we can be most efficient with what we have. A change in culture, not just structure, is needed.

Ms. Thomle asked if the subcommittee reporting structure was available?

Ms. Maston advised that there were no changes to the current subcommittee reporting structure. It can be found on the website.

Mr. Littleton asked what the intended effective start date was?

Ms. Maston advised that the intended effective start date was July 1, 2023. The financial impact of the motion notes that there will be some staff time to help revise documents that could then be reviewed and voted on in Tampa.

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

Ms. Maston moved that

6. The Streamlining Subcommittee recommends to the Board of Directors that a Strategic Advisory Panel be created.

Mr. Macauley spoke in favor of the motion. He suggested that the proposed new group be chaired by a Presidential Member, that a representative from ExCom serve on the committee, and that a liaison from Planning Committee be added.

Ms. Maston responded that the subcommittee did discuss the chair position. However, there was consensus that the biggest takeaway from serving on the panel, since there is no budget, would be face time with the President.

Mr. Constantinide spoke in favor of the motion. Great opportunity to really look at including participants outside of the HVAC&R industry or those on the bleeding edge of the industry.

Mr. Ellis spoke in favor of the motion. Like the benefits of outside influence without having non-members serve on the BOD. Suggested that both non-ASHRAE and non-active ASHRAE members be allowed to serve on the panel; feel this may be the true intent.

**MOTION 6 PASSED** (Unanimous Voice Vote, CNV).

Mr. Mehboob stated that the BOD deserves a pat on the back. All reports made at this meeting were BOD subcommittees and that is quite a unique occasion. Thank you for your service. You have demonstrated the caliber of our BOD.

Mr. Mehboob advised that as time had expired, the remainder of the agenda, as well as the executive session agenda, would be deferred to the Tampa meeting.

Mr. Littleton stated that this was Ms. Abrams' last BOD meeting as she will be leaving ASHRAE on Friday. I know everyone joins me in wishing her the best and thanking her for her service.

Mr. Mehboob stated that he is not aware of very many people who have had Ms. Abrams' breadth of knowledge on all matters concerning members. More than that, she always had a smile on her face and was ready to help. We will all miss her, and we wish her the best and truly wish that she is in a better place where she is comfortable.

Ms. Abrams expressed appreciation for the kind words and outreach. She is leaving ASHRAE a better and more informed person. Leaving ASHRAE but will not be leaving her friendships or memories. Thank you to everyone.

#### **ADJOURNMENT**

The meeting adjourned at 11:01 am without objection.

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. Proposed ROB Edits - Global Technical Interaction Committee
- B. Financial Focus Subcommittee Report
- C. Strategic Business Development Subcommittee Report
- D. Proposed Edits to Society Organizational Chart

**Report to the Board of Directors Executive Committee**  
**From International Standards Interaction Task Force**  
**January 24, 2023**

**Task Force Membership**

Steven Bushby (Co-Chair)	Ashish Rakheja
Drake Erbe (Co-Chair)	Hesham Safwat
James Bennet	Kelly Seeger
Oswaldo Bueno	Chandra Sekhar
Jaap Hogeling	Oludare Soluade
Jonathan Humble	Henry Yeo
Dennis Knight	Stephanie Reiniche (ASHRAE Staff)
Farhan Mehboob	Ryan Shanley (ASHRAE Staff)
George Pantelidis	

**RECOMMENDED ACTION**

The Task Force unanimously recommends that the Board ExCom 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 proposed new Rule of the Board:

**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.

**BACKGROUND:** At the start of this Society year, this Task Force was charged with refining a proposed structure and scope of a committee that reports to Technology Council, as proposed during the prior Society year and postponed pending restructuring of the Society. The Task Force was further charged to include examples of assignments that can move into this committee, such as action recommended by task forces or other ASHRAE bodies that focus on global relevance. The Task Force was told to submit the proposal to the Board ExCom by the January 2023 meeting.

The proposed Rules of the Board have been shared with the Society Rules Committee for feedback. The Task Force accepted the editorial comments received. One comment was made that part of the purpose/scope could be moved to the Manual of Procedures, but the Task Force did leave those in because it felt the list in the scope was important to leave in the Rules of the Board.

To address the remaining charge that covers responsibilities related to review of global facing MOUs, identifying emerging issues so ASHRAE is proactive rather than reactive and on what happens to the responsibilities of ILS/ISAS the task force has crafted a draft Manual of Procedures (See Attachment A.) and a draft Reference Manual (See Attachment B.). The responsibilities that consider whether an ISO standard shall be adopted by ASHRAE as an American National Standard will remain in Standards Committee as that is part of the ANSI Process. (Note: At this time there are only 2 ISO standards that were adopted as American National Standards). The responsibilities of the Intersociety Liaison Subcommittee have really been done as part of the duties of the Board of Directors ExCom and/or the Society President.

The formation of this standing committee also addresses the following goals and initiatives from the Society Strategic Plan:

#### **Goal 1 - Position ASHRAE as an Essential Knowledge Resource for Sustainable, High Performance Built Environment.**

**1.b.** Expand capabilities globally to create, aggregate and disseminate essential information and knowledge focusing on emerging market trends and transformative approaches.

#### **Goal 2 – Maximize Member Value and Engagement**

**2.b.** Expand the impact of collaboration and partnerships with industry organizations, universities, and government agencies

### **Goal 3 – Optimize ASHRAE’s Organizational Structure to Maximize Performance**

**3.b.** Optimize ASHRAE’s organizational systems and structures to increase capacity, efficiency, and effectiveness.

**FINANCIAL IMPACT:** If approved the staff that supported ILS/ISAS would have the responsibility of supporting this new Standing Committee. This would not increase the staff burden or take away from existing programs. The current staffing budget would move from the ILS/ISAS program code under Standards Committee to this new Standing Committee. The committee would have two face-to-face meetings (Society meeting) and much of the membership is in the group that would have transportation reimbursed if requested. All other meetings of the committee would be virtual. The current budget for travel, excluding staff for international standards travel is listed at \$6,900 for this fiscal year. In the fiscal year 19-20 Standards Committee was provided a budget of \$29,000 to allow for participation in global standards activities (ISO/CEN or others) and that budget, if the request is approved, should be moved to the standing new committee and set at the \$29,000 level. The travel budgets for the interim society years for travel for participation in global standards activities was decreased because all meetings were virtual. Meetings are now being held in person which is why there is a need for an increase in the budget. There is potential for income to the Society when ASHRAE’s global presence is increased with the potential for membership growth, increase in sales of products or sales for newly developed products, and brand recognition.



## The Board Subcommittee on financial focus report dated May 22, 2023

### Motion:

The Board Subcommittee recommends, and I so move the following changes to the Rules of the Board regarding Fiscal Limits of Authority indicated in red text:

### 2.102 FINANCIAL

#### 2.102.001 Solicitation of Funds

##### 2.102.001.1 (64-06-28-12)

Any solicitation of funds to support ASHRAE activities shall require prior approval of the President, Executive VP/Secretary, or Board of Directors.

Commented [AG1]: SRC to review ROB and use one description for this position.

#### 2.102.002 Funds (Financial)

##### 2.102.002.1 Approvals (/86-06-22-15)

A. Contracts or purchase orders of \$~~25~~100,000 or higher (except research or special projects) shall require two signatures of any of the President, the President-Elect, the Treasurer, the Comptroller, or the Executive Vice President.

B. Contracts or purchase orders of less than \$~~25~~100,000 ~~but \$10,000 or more~~ (except research or special projects) shall require ~~one~~two signatures of any of the following the President, the President-Elect, the Treasurer, the Executive Vice President or the Comptroller.

~~C. Contracts or purchase orders of less than \$10,000 (except research or special projects) shall require only one signature of any of the President, the President-Elect, the Treasurer, the Executive Vice President or the Comptroller.~~

##### 2.102.002.2 (66-01-23-10/79-01-28-07)

~~All~~ ~~e~~Contracts for ASHRAE research and special projects over \$100,000 shall require two signatures. one must be the Director of Technology and ~~of any of the following for second signature -~~ President, the President-Elect, or the Executive Vice President, ~~or the Director of Technology. The Director of Technology may sign contracts of \$100,000 and less.~~

#### 2.102.002.3 General and Research Fund Disbursement Approval (16-06-26-6B/77-02-13-02/83-06-26-02)

Requests for disbursements must be approved by a Manager or higher from staff. General and Research Fund account disbursements (checks, wires, ACH) shall require at least one signature approval which shall include any of the President, President-Elect, Treasurer, Executive Vice President, or the Comptroller. The individual originating the disbursement cannot be the approver. Disbursements of \$250,000.00 or higher shall require approval of two of the individuals listed herein. (17-01-29-03)

#### 2.102.002.6 Funding for New Programs (97-01-26-09)

Funding for new programs shall be approved for a specific time period not to exceed three years. Any proposal to continue a program beyond the termination date shall be submitted to the appropriate Council, BOD or other oversight body Finance Committee and include an evaluation of the measurable effectiveness of the existing program.

#### **Background Information:**

This motion is the result of our activities to streamline the organization in accordance with our Strategic Plan goals and initiatives. The following information is from the ROB that defines Fiscal Authority.

#### **2.300.006 FISCAL AUTHORITY**

2.300.006.1 Each Council manages the operations of itself and its assigned committees within the policies, procedures and budgets approved by the Board of Directors. Each Council shall obtain separate approval by the BOD for each new program exceeding \$100,000 in annual expenses. (06-01-22-04)

2.300.006.2 Each Council has the authority to reallocate up to 5% of their respective total expenses (less salaries, benefits and overhead) within their own budget. Transfer of funds to other Councils or to outside organizations must be approved by the Board of Directors

#### **2.300 COUNCILS**

2.300.002.3 Councils approve or reject the funding of projects and programs recommended by the appropriate committees within the limitation of the approved council budgets.

#### **Fiscal Impact:**

None – Council and committee budgets remain as approved each year by the Board.

#### **Information Items:**

All deliverables assigned to this Board Subcommittee are complete.

1. The Working Group led by Bryan Holcomb submitted the financial dashboards to the Board at the fall 2022 Board meeting and have been published each month since January 2023. We have received two comments, one requesting we make the scales on the bar graphs consistent, and one asking if we could insert some trend data. We have corrected the scale issue and are reviewing the reports to determine how we might introduce some trend data and stay within the confines of a single page infographic.
2. The Working Group led by Art Geisler has completed its review of the current policies on the limits of authority and provided the above motion to complete this charge.
3. The Working Group led by Wade Conlan completed its review of the PEC ad hoc report and all current tools being used by our councils and committees to develop financial proposals for new projects. Based on this information the working group then created a new consolidated tool in

the form of an Excel workbook with several spreadsheets. All instructions for use are contained in the workbook and allow users to evaluate both the fiscal and the member benefits associated with new project proposals. The tool may be used for small and large project proposals. The tool has been circulated to the Board, Council chairs and staff liaisons for implementation. We have also suggested that Finance Committee own and maintain this tool and that all suggestions for improvement be submitted to Finance Committee each year.

**This concludes our Subcommittee report.**

# ASHRAE Strategic Business Development Subcommittee

# Committee Members



Dru Crawley

Blake Ellis

Ken Fulk

Ron Gagnon

Chris Gray

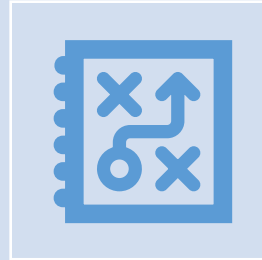
Luke Leung

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

# 2020 PEC Ad Hoc on Strategic Business Development

- Change from an accounting basis to a financial basis in evaluating all ASHRAE products and services.
- Create a market-driven business model of product/service development
- Integrate ASHRAE products across Council “boundaries” into a portfolio or “suite” of products that amplifies their value
- Develop a sales strategy to sell ASHRAE technology B2B in a digital world



# 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?



# Final Conclusions



Based on current industry trends, ASHRAE will need to foster the development of analytical tools to support the built environment.



PEC shall create a Products Implementation Subcommittee to make recommendations on new tools and services that will align with ASHRAE's strategic goals.



ASHRAE find opportunities to incorporate AI into our products and services with the goal of improving the membership value proposition and increasing our operating margins.

# Specific Program 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 and the 15 Regions to conduct an annual industry roundtable to identify new products and services.

# Specific Program Recommendations



Recommendation to the Publishing and Education Council to expand/develop a Member Only digital platform to support membership growth and retention.



Recommendation to the Technology Council to develop policy implementation manuals for code enforceable standards.



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).



Thank  
You!



# New Organization Structure

