



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

**Thursday, October 19, 2023**

**Approved by the Board of Directors on January 5, 2024.**

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Thursday, October 19, 2023

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**PRINCIPAL APPROVED MOTIONS**

Board of Directors Meeting

Thursday, October 19, 2023

<b>No. - Pg.</b>	<b>Motion</b>
1 – 2	Minutes from June 25, 2023 and June 28, 2023 Board of Directors meetings be approved.
2 – 2	CRC referred motion number two from Region VII be considered a major organizational change.
4 – 7	It is recommended that the Board of Directors approve the development of a single standard for greenhouse gas (GHG) accounting methodology and that Rule of the Board 2.424.003.1 (c), Operations/General Requirements, be waived to allow the new standard to be developed in a six-month timeframe as a non-ANSI standard.

## ACTION ITEMS

Board of Directors Meeting  
Thursday, October 19, 2023

No. - Pg.	Responsibility	Summary of Action	Status	Goal Date
1 – 2	Austin	Investigate the possibility of developing region-specific ALI courses. Region specific courses would be developed by members outside of North America and presented by members from the regions where they were developed. (Assigned October 13-14, 2022)		
2 – 2	Scoggins	Work with AASA to review and provide recommendations on external actionable items from the Global HVAC Summit. (Assigned February 5, 2023)		
3 – 2	Wentz and Olesen	Review the Global HVAC Summit report and provide a list of actionable items for external groups. (Assigned February 5, 2023)		
4 - 2	Austin	Ask the Publishing and Education Council to consider expanding the New Products Advisory Group to products outside of PEC. (Assigned June 28, 2023).		2024 Winter Conference
5 – 9	Littleton and DEI Subcommittee	Work on a process to immediately address inappropriate behavior at Society Conferences and report back to the BOD. (Assigned October 19, 2023).		



**MINUTES**  
**BOARD OF DIRECTORS MEETING**  
Thursday, October 19, 2023

**MEMBERS PRESENT:**

Ginger Scoggins, President  
Dennis Knight, President-Elect  
Bill McQuade, Treasurer  
Billy Austin, Vice President  
Wade Conlan, Vice President  
Ashish Rakheja, Vice President  
Chandra Sekhar, 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  
Scott Peach, Region VII DRC  
Joe Sanders, Region VIII DRC

Jonathan Smith, Region IX DRC  
Buzz Wright, Region X DRC  
Eileen Jensen, Region XI DRC  
John Constantinide, Region XII DRC  
Cheng Wee Leong, Region XIII DRC  
Mahroo Eftekhari, Region XIV DRC  
Richie Mittal, RAL DRC  
Doug Cochrane, DAL  
Dru Crawley, DAL  
Blake Ellis, DAL  
Art Giesler, DAL  
Kishor Khankari, DAL  
Luke Leung, DAL  
Corey Metzger, DAL  
Heather Schopplein, DAL  
Wei Sun, DAL

**GUESTS PRESENT:**

Alexander Armstrong  
Cindy Moreno  
Colin Laisure-Pool  
David Roberts

Greg Schnable  
Jake Brausch  
Omar Rojas  
Robert Kunkel

**STAFF PRESENT:**

Candace DeVaughn, Sr. Manager - Board Services  
Chandrias Jolly, Manager - Board Services  
Vanita Gupta, Director – Marketing  
Lizzy Seymour – Director – Member Services  
Mark Owen, Director - Publications & Education  
Kirstin Pilot, Director - Development  
Stephanie Reiniche, Director - Technology

Alice Yates, Director – Government Affairs  
Craig Wright, Director of Finance  
Tammy Catchings, Manager – Region Activities  
Tony Giometti, Group Manager - Conferences  
Daniel Gurley, Sr. Manager - Membership

**CALL TO ORDER**

The meeting was called to order at 9:00 am.

**CODE OF ETHICS**

Ms. Scoggins 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**

Ms. Scoggins reviewed the meeting agenda. 'Safety at Conferences' was added to *New Business*.

**APPROVAL OF MINUTES**

Mr. Gagnon moved and Mr. Constantinide seconded that

1. Minutes from the June 25, 2023 and June 28, 2023 Board of Directors meetings be approved

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

**REVIEW OF ACTION ITEMS**

Action item 1 was assigned to Mr. Austin and reported as ongoing. Action items 2, 3, and 5 were reported as ongoing.

Action item 4 was reported as complete.

**CRC REFERRED MOTION | REGION VII | MOTION NO. 2**

Mr. Knight, Mr. Sekhar, and Mr. Conlan were asked to recuse themselves and leave the meeting. It was reported that Mr. McQuade would be asked to recuse himself as well once he joined the meeting.

The motion was shown on screen and the ROB definition of a major organizational change was read. Ms. Scoggins reported that unless there is a motion to consider the motion a major organizational change, it does not meet the definition as defined in the ROB.

The referred motion would change the Bylaws and allow officers to be paid but would not require it.

Mr. Littleton expressed his opinion that the motion is a major organizational change. If approved, the change would be such a significant change in philosophy of volunteerism at ASHRAE and would have significant repercussions throughout Society. The only effect of declaring it a major organizational change is the required 60-day cooling off period.

Mr. Crawley expressed agreement with Mr. Littleton. Officers being paid in some way could cause officers to be seen as employees or major contractors.

Mr. Crawley moved and Mr. Constantinide seconded that

**AI 1-4**

2. CRC referred motion number two from Region VII be considered a major organizational change.

Mr. Khankari stated that he was undecided on the motion. He stated that he agreed with the motion in principal.

Mr. Gagnon stated that approving the Bylaw change would make members of ExCom lobbyists instead of activists.

Mr. Littleton stated that approving a motion wouldn't really be a delay as a Bylaw change would have to go on the spring ballot.

Mr. Ellis stated that he was in favor of the motion but he did not feel it was a major organizational change.

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

Mr. Peach moved and Mr. Wright seconded that

3. Section 5.1 of the bylaws be edited to allow for elected officers to receive compensation if funded by the Society. Specifically beginning at line 11 **remove** "shall receive no" and insert "may receive."

Ms. Scoggins advised that the motion on the floor must pass the BOD by a 2/3 vote and requires a full vote of the membership on the spring ballot.

She advised that subsequent motions from Region VII will not be discussed until or if the motion on the floor passes the membership.

Mr. Peach stated that Society as an organization needs to evolve to allow a greater number of members to participate. He stated that past Society Presidents were either retired, owned their own firm, belonged to a firm that would sponsor their participation, or were in academia and could take a sabbatical. He expressed his opinion that the financial costs to participate in ASHRAE are unreasonable. He stated that basic compensation opens the pool.

The floor was opened for discussion. A summary of comments are below:

*Spoke against the motion. Do not think that we should start paying ExCom members because we are volunteer based and moving up in ASHRAE does not necessarily mean moving onto ExCom. Society should focus more on the issues rather than the level of the positions. From a government civil service perspective, it would be difficult to serve in higher levels if compensation were received. Would create an additional burden or would necessitate that the member resigns from civil service. May be the same for members working in other organizations. Rather than paying ExCom members, need to emphasize the importance of volunteerism at all levels. If a member doesn't fit the pool of ExCom, so to speak, that is not a bad thing.*

*Spoke against the motion. Agree with Mr. Peach; the reality is that people do move up and we have a line of people moving up. There is a form of compensation as there is a benefit associated with moving up in Society. Paying members would take away from us being a grassroots organization.*

*Spoke in favor of the motion. One of the things that is interesting is that there is a seven-to-eight-year delay between when a member makes the mental decision that they are willing to serve and when they serve. The language in the motion "may be" allows the option to be there, allowing members to continue to serve if something changes between when they decided to serve and when it is their time to serve.*

*Spoke in favor of the motion. Approving the motion just gives the option but doesn't necessitate payment. Have heard from members of MP in the past that there is a repetitive ExCom because not everyone has the opportunity to take a year off of work, and this is a problem.*

*Undecided on the motion and glad we will have 60 days to deliberate. Approving the motion simply gives us the ability to provide payment in the future if the BOD deems it appropriate. Might appear to the membership as self-serving and wonder if additional explanation should be added. Verbiage can be added that the change is being made in the spirit of diversity and giving people from all backgrounds the ability to serve.*

*Spoke against the motion. Expressed concern with the potential for perceived conflicts of interest between volunteers and paid advertisers. Other members volunteer with time commitments similar to ExCom; if we open this up it becomes a difficult line to draw.*

*Undecided on the motion. Is there detail available on the levels of compensation?*

*This motion only allows it to be a possibility. The definition of whether it is approved or not will not be discussed today because it is irrelevant if the motion on the floor does not pass.*

*Undecided on the motion. The fiscal impact seems incomplete.*

*It was stressed again that the motion on the floor is not for a specific compensation package; only the possibility of paying officers.*

**MOTION 3 POSTPONED** until the January 5, 2024 BOD meeting.

Mr. Knight, Mr. Sekhar, and Mr. Conlan rejoined the meeting.

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

#### **JUNE 29, 2023**

The full report was attached to the agenda. Ms. Scoggins reported that there were no recommendations for the BOD's consideration. BOD members were encouraged to review the contained information items.

#### **AUGUST 22, 2023**

The full report was attached to the agenda. Ms. Scoggins reported that there was an Avery Petition of members about twenty years ago, which defines levels of particulates.

Mr. Conlan reported that waivers to the ROB are continually needed because the petition prevents Society from writing prescriptive standards.



Ms. Scoggins reported that ExCom had extensive discussions on the subject. The chair of EHC is aware of the situation and is the one who brought it to the BOD's attention. Believe EHC is working on a motion to address the Avery Petition.

She reported that ExCom is also addressing roundtable feedback and how to best utilize and address the information collected at the roundtables.

### **BOD DEI ADVISORY SUBCOMMITTEE REPORT**

The full report was attached to the agenda. Mr. Khankari reviewed the goals of the subcommittee for the current Society Year.

### **COUNCIL REPORTS**

#### **MEMBERS COUNCIL**

Mr. Knight reported that Members Council met recently for three hours. He thanked the council and committee chairs for their work and involvement. The full report was attached to the agenda.

He reviewed the RAL discussion of the pending motion to split the Region-at-Large. He reported that his report will serve as notification that a recommendation for a major organizational change will be coming before the BOD. Information provided today will help the BOD have an opportunity to think about the upcoming motion.

Ms. Scoggins clarified the process for the pending motion. She advised that the BOD has been notified that a major organizational is pending. Once a motion is brought to the BOD, there will not be an additional 60-day cooling off period.

She reported that neither region in the proposed split have the required number of signatures. If or when Members Council brings a motion forward, a waiver for that Rule of the Board will be required. A similar waiver was made when Region XIV was created.

The pending motion does not require a member ballot but it does require 2/3 approval of the BOD.

There was discussion of the pending motion. A summary of that discussion is below:

*Suggested that a motion is required for the 60-day cooling off period to start. If the motion that is brought forward is drastically different from what was presented today, would insist on an additional 60-days.*

*What is the logical separation of the Regions?*

*Country politics are involved. Members have difficulties traveling to certain chapters.*

*Another reason is related to geographical spread. India is the 3<sup>rd</sup> largest membership base after the US and Canada. The split also follows the current sub region division.*

*Must look at the split from a cultural point of view as well.*

*Because of the size of the region and the rotation of leadership, a young engineer in the region that has aspirations of moving up may have to wait 20 years to get to that level of participation; seems unfair.*

*Yes, RAL has a policy of serving both sub regions before moving up.*

*Appears that the Indian Chapters are breaking away. The motion came from Sub Region I on the premise that it was becoming difficult to manage the region.*

*My understanding is that if the motion moves forward, they are targeting a July 1, 2024 effective date. One of the things that staff is working on is the flow of elections and standing up an additional, new, DRC to be included on the spring ballot. Believe we have a path for doing that and believe it will be done in time for the spring ballot.*

#### **PUBLISHING AND EDUCATION COUNCIL**

Mr. Austin reported that there were no recommendations for the BOD's consideration. The full report was attached to the agenda.

Mr. Austin reviewed the council's information items. He reported that a large percentage of members of the BOD of other organizations have certifications that the organization offers. Right now, 19% of this BOD have an ASHRAE Certification. It would be helpful to Certifications if our BOD made more of an effort to individually gain more certifications. Expressed that the program needs the BOD to make a concerted effort.

He reported that the Handbook Realignment Subcommittee is working on addressing Handbook volume size.

#### **TECHNOLOGY COUNCIL**

Mr. Rakheja reported that there were no recommendations for the BOD's consideration. The full report was attached to the agenda.

Mr. Rakheja reviewed the council's information items briefly. He advised that the full report was available for the BOD's review.

#### **TREASURER'S REPORT**

##### **FINANCIAL UPDATE FY 22-23 RESULTS**

Mr. McQuade reported. The full report was attached to the agenda.

He reported that CRC motions that have a fiscal impact should also indicate if it is a budgeted expense and, if not, where the funds will come from if approved.

Requests for funds should also always include a ROI.

The General Reserve Fund should not just be considered a rainy-day fund. It can be used to expand and/or improve things within Society.

Mr. McQuade reviewed the General Fund results for the current Society Year.

Mr. Knight thanked Mr. McQuade for a great report. He suggested that the idea of affordability is something that Society as a whole, not just Finance Committee, should be considering and discussing. CRCs are discussing dues, the current membership model, and affordability.

He suggested that Society needed to start looking at other ways of bringing in revenue and get really creative. For example, looking for ways to reduce membership dues for young engineers and members in developing economies.

Mr. McQuade expressed agreement with Mr. Knight's comments. He stated that is every BOD member's job to look for additional sources of revenue. Need to really limit what we do in a year. We are a non-profit, not a charity. It is the role of the BOD to put a hard stop on some projects and initiatives.

It was asked when Finance Committee expects to normalize escalation. Specifically, expenses and economic escalation in the market.

Mr. McQuade responded that if costs are going up, Society will have to do less unless other revenue streams can be identified. He suggested that the BOD will need to be disciplined and have belt tightening in tough times.

Mr. Crawley stated that he had an issue with the suggestion that the cost for ASHRAE membership is high, particularly in North America. Other professional societies that he is a member of are four to five times ASHRAE's dues. He expressed his opinion that Society dues are incredibly low when compared to other organizations, particularly when considering the value of our Handbook. Understand that this is an issue in other countries and economies.

He reported that AIA membership has grown from 50,000 to 80,000 over the past decade. He expressed his hope that Society can find a way to grow membership as well.

Mr. McQuade reported that the Finance Committee is working on their assigned MBOs. MBO updates were included in the written report.

### **TASK GROUP AND AD HOC REPORTS**

#### **TASK FORCE FOR BUILDING DECARBONIZATION**

Mr. McQuade moved that

4. It is recommended that the Board of Directors approve the development of a single standard for greenhouse gas (GHG) accounting methodology and that Rule of the Board 2.424.003.1 (c), Operations/General Requirements, be waived to allow the new standard to be developed in a six-month timeframe as a non-ANSI standard.

Mr. McQuade provided background on the motion. The full background was included in the report attached to the agenda and was shown on screen.

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

*Is the \$75,000 fiscal impact in addition to the funds that will be reallocated?*

*Mr. McQuade reported that the fiscal impact represents reallocated funds, not additional funds.*

*Bing and Pacific Northwest Labs were thanked for their work and input.*

*Is there a plan in the near future to make this an ANSI standard? Believe credibility increases once a standard becomes an ANSI standard; it can also be used more widely.*

*Mr. McQuade reported that it would certainly be an option to have the standard ANSI approved with the next revision.*

*Ms. Reiniche agreed with Mr. McQuade. She added that Society does not lose credibility as long as a consensus-based process is used.*

*Are there any issues with the associated standards that are referenced being ANSI standards? Does that present any roadblocks or hurdles?*

*Ms. Reiniche reported that it would not be a hurdle. The only requirement for referencing a standard is that it be readily available.*

*Very important to agree internally. ASHRAE must be a leader when it comes to determining carbon emissions on 1KW of electricity; US and global leadership is looking for this guidance.*

*Has the staff member been identified? Is the honorarium included in the fiscal impact?*

*Ms. Reiniche reported that the honorarium could be included with the presented fiscal impact. The 600 staffing hours would be across multiple members of staff. Those staff have not yet been identified but someone will be.*

*If this passes, would it be referred to Tech Council for implementation?*

*Ms. Reiniche reported that if the BOD waives the rule, Tech Council could go through the typical process.*

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

Mr. McQuade encouraged BOD members to read through the information items on the report. He reviewed several with the BOD.

Mr. Littleton reported that the Decarbonization Conference was completely sold out, with a waiting list. The conference is a homerun, and everyone is looking forward to a great conference in Washington, DC next week.

## **NEW BUSINESS**

### **SAFETY AT CONFERENCES**

Mr. Schopplein reported that this was requested to be added to the agenda as a general conversation, that was prompted by the recent DEI conversation. It was discussed on the recent DEI call that women are not feeling safe at ASHRAE Conferences.

She suggested that as a BOD, it needs to be made clear what options women have if they feel unsafe. More of a transparency item that the BOD needs to be prepared for.

Mr. Khankari stated that this has been discussed in general on the DEI Subcommittee call. A few people shared their experiences. This is a very sensitive issue that affects Society's image. Suggested that the discussion take place in executive session.

Ms. Scoggins stated that if the discussion is an overall safety concern it can be an open session item. If specific issues are being discussed the discussion will move to executive session.

Mr. Knight reported that the gist of the comments was that women in ASHRAE are still being subject to a lot of inappropriate comments and conversations. All BOD members should get in the habit of immediately speaking up in the moment. If it goes beyond that, must be willing to make it more formal to discourage this behavior.

It was suggested that most of this behavior occurs at Winter and Annual Conferences. Perhaps there might be a way to integrate a way to address this behavior in the app.

Mr. Sanders stated that there is a feeling among several female members that Society's current method for reporting this type of behavior is inadequate and they are not comfortable with it. It was suggested that female members would be more comfortable reporting to a woman as opposed to the EVP. At social events or when alcohol is involved, many feel the need to go in groups of two or three to protect one another.

Mr. Ellis stated that everyone attending a conference needs to know what is appropriate and what the consequences may be.

Mr. Littleton stated that ASHRAE should be a safe space for everyone. The ethics complaint process requires time, and some issues need to be addressed immediately. Happy to appoint a female member of staff if that makes members more comfortable. He suggested that Ms. Seymour could be the point person at conferences.

Mr. Khankari stated that as chair of the DEI Subcommittee, the group will start working on this right away. The DEI consultant will also be engaged related to this item.

Mr. Peach expressed his opinion that CEC should also be involved. Using the app may be the right way to go as it needs to be immediate and obvious how to report.

Mr. McQuade suggested that some level of education may be needed as what is appropriate may vary by generation or culture.

Ms. Hanson suggested that any policies should address things that happen in executive session.

Mr. Sekhar suggested that at the time of conference registration, there could be a statement that each registrant must agree to.

Mr. Littleton reminded the group that Society implemented sexual harassment training videos several years ago. PAOE points are currently awarded to chapters who have BOG members that watch the videos.

Ms. Scoggins thanked everyone for the good conversation.

Mr. Littleton and the DEI Subcommittee will work on a process to immediately address inappropriate behavior at Society Conferences and report back to the BOD.

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### **EXECUTIVE SESSION**

Executive session was called at 11:23 a.m.

Open session reconvened at 11:47 a.m.

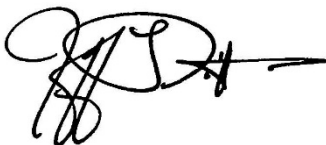
**UPCOMING MEETINGS**

Ms. Scoggins reviewed upcoming BOD meeting dates. The full list of dates were included in the agenda.

She reminded the BOD that there would be a meeting on January 5, 2024 to discuss the motion postponed at this meeting.

**ADJOURNMENT**

The meeting adjourned at 11:49 a.m.

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

Jeff H. Littleton, Secretary