



MINUTES

BOARD OF DIRECTORS MEETING

TORONTO, ON
Wednesday, June 29, 2022

Approved by the Board of Directors on August 15, 2022.

TABLE OF CONTENTS

Board of Directors Meeting
Wednesday, June 29, 2022

CALL TO ORDER 2
CODE OF ETHICS 2
ROLL CALL/INTRODUCTIONS 2
REVIEW OF MEETING AGENDA 2
OPEN SESSION ADDRESSES TO THE BOD 2
REPORT OF THE 2022 ANNUAL MEETING 3
 REPORT ON SPRING 2022 MEMBER BALLOT 3
 TORONTO ANNUAL MEETING RECAP 3
CONSENT MOTIONS 3-4
2022-23 APPOINTMENTS AND BOARD ELECTED POSITIONS 4
ISTANBUL HVAC SUMMIT, CRC, AND BOD MEETING 4
COUNCIL REPORTS 4-15
 MEMBERS COUNCIL 4-7
 PUBLISHING AND EDUCATION COUNCIL 8
 TECHNOLOGY COUNCIL 8-15
COMMITTEE REPORTS 15-17
 SOCIETY RULES COMMITTEE 15-16
 DEVELOPMENT COMMITTEE 16 – 17
BOD SUBCOMMITTEE REPORTS 17-20
 DEI ADVISORY SUBCOMMITTEE 17
 COMPOSITION AND LEADERSHIP SUBCOMMITTEE 17-20
2022-23 GOALS 20
BOD WHATSAPP GROUP 20
BOD ATTENDANCE AT INTERNATIONAL CONFERENCES 20
2022-23 BOD MENTORS 20
NEW BUSINESS 20-21
 MAKING ASHRAE A HOUSEHOLD NAME 20-21
ADJOURNMENT 21

PRINCIPAL APPROVED MOTIONS

Board of Directors Meeting

Wednesday, June 29, 2022

No. - Pg.	Motion
1 – 3	<p>The following motions be approved as a consent agenda:</p> <ul style="list-style-type: none"> A. That Fiducient Advisors, LLC be approved as ASHRAE investment advisor for fiscal year 2022-2023. B. That Jones & Kolb be approved as ASHRAE Certified Public Accountants for fiscal year 2022-2023. C. That the appropriate and required bank resolutions for institutions in which ASHRAE funds are deposited as executive by officers for fiscal year 2022-2023 be approved. D. That McGuire Woods be approved as the Society’s law firm of record for the fiscal year 2022-2023.
2 – 5	<p>Members Council recommends to the Board of Directors that Society approve a moratorium of 24 months on the membership renewals of the members of ASHRAE Sri Lankan Chapter with immediate effect.</p>
3 - 6	<p>Members Council recommends to the Board of Directors that the ASHRAE Rules of the Board (ROB) be updated as follows, effective January 2023:</p> <p>2.411 Honors and Awards Committee 2.411.003.5 Award Programs</p> <p>A. This committee shall receive recommendations, select, and recommend to the BOD individuals to be considered for the following honors and awards:</p> <ul style="list-style-type: none"> 1. Honorary Member 2. Fellow 3. Pioneers of the Industry 4. ASHRAE Hall of Fame 5. F. Paul Anderson Award 6. ASHRAE Award for Distinguished Public Service 7. Louise and Bill Holladay Distinguished Fellow Award 8. Andrew T. Boggs Service Award <p>This committee shall select and recommend to Members Council individuals for the following awards:</p> <ul style="list-style-type: none"> 1. Distinguished Fifty-Year Member Award 2. Distinguished Service Award 3. Exceptional Service Award 4. Crosby Field Award 5. Willis H. Carrier Award 6. Transactions Paper Awards 7. <u>Honorary Member</u> 8. <u>Fellow</u>

	<ul style="list-style-type: none"> 9. <u>Pioneers of the Industry</u> 10. <u>ASHRAE Hall of Fame</u> 11. <u>F. Paul Anderson Award</u> 12. <u>ASHRAE Award for Distinguished Public Service</u> 13. <u>Louise and Bill Holladay Distinguished Fellow Award</u> 14. <u>Andrew T. Boggs Service Award</u>
<p>4 – 7</p>	<p>This council is responsible for reviewing, recommending changes and interpreting the following:</p> <ul style="list-style-type: none"> A. RAI Sub-Region Chair Qualifications and Responsibilities <u>Manual of Chapter Operations</u> B. Fees, Dues and Privileges C. Criteria for Formation of a New ASHRAE Region D. Criteria for the Formation of a New Chapter E. Chapter Technical Publications F. Chapter and student branch constitutions and bylaws G. Manual for Conducting a Chapters Regional Conference H. <u>Region Operations Manual</u>
<p>5 – 8</p>	<p>The Board of Directors approve the following as a consent agenda:</p> <ul style="list-style-type: none"> A. Standards Committee recommends that BSR/ASHRAE/IES Addendum <i>t (Air Leakage)</i> ANSI/ASHRAE/IES Standard 90.1-2019, <i>Energy Standard for Buildings Except Low-Rise Residential Buildings</i>, be approved for publication. B. Standards Committee recommends that BSR/ASHRAE/IES Addendum <i>ac (Lighting Power Exceptions)</i> ANSI/ASHRAE/IES Standard 90.1-2019, <i>Energy Standard for Buildings Except Low-Rise Residential Buildings</i>, be approved for publication. C. Standards Committee recommends that BSR/ASHRAE/IES Addendum <i>am (Exterior Lighting)</i> ANSI/ASHRAE/IES Standard 90.1-2019, <i>Energy Standard for Buildings Except Low-Rise Residential Buildings</i>, be approved for publication. D. Standards Committee recommends that BSR/ASHRAE/IES Addendum <i>av (Thermal Bridging)</i> ANSI/ASHRAE/IES Standard 90.1-2019, <i>Energy Standard for Buildings Except Low-Rise Residential Buildings</i>, be approved for publication. E. Standards Committee recommends that BSR/ASHRAE/IES Addendum <i>bg (LSC Site Systems)</i> ANSI/ASHRAE/IES Standard 90.1-2019, <i>Energy</i>

Standard for Buildings Except Low-Rise Residential Buildings, be approved for publication.

F. Standards Committee recommends that BSR/ASHRAE/IES Addendum *BJ (clarifies the scoping and applicability of Appendix A)* ANSI/ASHRAE/IES Standard 90.1-2019, *Energy Standard for Buildings Except Low-Rise Residential Buildings*, be approved for publication.

G. Standards Committee recommends that BSR/ASHRAE/IES Addendum *bq (Electrical Energy Monitoring)* ANSI/ASHRAE/IES Standard 90.1-2019, *Energy Standard for Buildings Except Low-Rise Residential Buildings*, be approved for publication.

H. Standards Committee recommends that BSR/ASHRAE/IES Addendum *br (Dwelling Unit Lighting Efficacy and Controls)* ANSI/ASHRAE/IES Standard 90.1-2019, *Energy Standard for Buildings Except Low-Rise Residential Buildings*, be approved for publication.

I. Standards Committee recommends that BSR/ASHRAE/IES Addendum *co (Appendix G Retrofits)* ANSI/ASHRAE/IES Standard 90.1-2019, *Energy Standard for Buildings Except Low-Rise Residential Buildings*, be approved for publication.

J. Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum *f (invasive plants)* (ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, *Standard for the Design of High-Performance Green Buildings Except Low-Rise Residential Buildings*, be approved for publication.

K. Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum *l (renewable energy terminology)* ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, *Standard for the Design of High- Performance Green Buildings Except Low-Rise Residential Buildings*, be approved for publication.

L. Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum *o (view fenestration revisions)* ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, *Standard for the Design of High- Performance Green Buildings Except Low-Rise Residential Buildings*, be approved for publication.

	<p>M. Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum <i>ag (greenfield sites)</i> ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, <i>Standard for the Design of High-Performance Green Buildings Except Low-Rise Residential Buildings</i>, be approved for publication.</p>
6 – 10	<p>Standards Committee recommends that BSR/ASHRAE/IES Addendum <i>cq (Appendix G Water to Liquid)</i> ANSI/ASHRAE/IES Standard 90.1-2019, <i>Energy Standard for Buildings Except Low-Rise Residential Buildings</i>, be approved for publication.</p>
7 - 11	<p>The Board of Directors approve the following as a consent agenda:</p> <p>A. 12 Standards Committee recommends that the following Title, Purpose and Scope (TPS) be approved and that a new Standard Project Committee be formed:</p> <p>Title: Method of Testing In-Room and HVAC-duct mounted Devices and Systems and In-Room devices for Particle and Microorganism Removal or Inactivation in a Chamber with a Recirculating Duct System</p> <p>Purpose: The standard provides a method of test for evaluating in room HVAC-duct mounted devices and in-room devices and systems for particle and microorganism removal or inactivation in a chamber with a recirculating duct system.</p> <p>Scope:</p> <p>2.1 The method of test specifies specific particle or selected indicator microorganisms in the test chamber and defines procedures for generating the particles or bioaerosols required for the method of test.</p> <p>2.2 This standard provides a method for counting the number of specific particles or viable microorganisms in the chamber to calculate the elimination efficiency for each specific particle or microorganism. reporting of results obtained from the test data, and establishes a reporting system to be applied to HVAC-duct mounted devices and in-room devices and systems covered herein.</p> <p>2.4 This method of test requires a chamber with a recirculating duct system.</p> <p>2.5 This standard does not address the health and safety effects of operating devices and systems in an occupied room.</p> <p>B. Standards Committee recommends that the following Title, Purpose and Scope (TPS) be approved and that a new Standard Project Committee be formed:</p>

	<p>Title: Method of Test for Assessing the Gas-Phase Performance of Air Cleaning Devices and Systems in a Duct-Chamber Apparatus</p> <p>1. Purpose: To provide a laboratory test method for evaluating air cleaning devices for challenge gas removal in a combined duct-chamber system with continuous recirculation.</p> <p>2. Scope:</p> <p>2.1 This standard specifies a duct-chamber test method for measuring the performance of in-duct and in-room air cleaning devices with continuous recirculation through the duct and chamber.</p> <p>2.2 The test method measures the performance of air cleaning devices for removing challenge gases.</p> <p>2.3 This test method is conducted at elevated challenge gas concentrations (relative to ventilation applications) and therefore should be used to compare devices rather than directly predict performance in real world applications. The challenge gas and likely byproducts will be measured over time.</p> <p>2.4 Air cleaner performance is defined as the total impact of the air cleaner on the challenge gas in the chamber air and including any gaseous or particulate byproducts.</p> <p>2.5 This standard provides performance specifications for the equipment and measurements required to conduct the test method, defines procedures for calculating and reporting results and provide a results reporting system.</p> <p>2.6 This standard does not address the health and safety effects of operating devices and systems in an occupied room.</p>
8 - 12	<p>Technology Council recommends that ASHRAE jointly sponsor ASHRAE Standard 240P, <i>Evaluating Greenhouse Gas (GHG) and Carbon Emissions in Building, Design, Construction and Operation</i> with ICC (International Code Council) with ASHRAE as the lead cosponsor following ASHRAE’s ANSI development procedures.</p>
9 - 13	<p>Technology Council recommends that ASHRAE jointly sponsor ASHRAE Standard 232P: <i>Schema-Based Building Data Model Protocols</i>, with IBPSA (International Building Performance Simulation Association) with ASHRAE as the lead cosponsor following ASHRAE’s ANSI development procedures.</p>
10 - 14	<p>Technology Council recommends to the Board of Directors that Rules of the Board 2.432.01, Membership, and 2.423.02, Operations, be revised as shown:</p> <p>2.432.01 MEMBERSHIP 2.423.01.1 Composition</p> <p>The members of this committee are as follows: (19-01-16-14) A. Maximum of fifteen (15) voting members, including a chair and a vice chair;</p>

	<p>B. Voting members shall include:</p> <ol style="list-style-type: none"> 1. One past member of Standards Committee 2. One past member of Research Administration Committee 3. One past member of Members Council 4. One past member of Environmental Health Committee 5. <u>1.</u> One representative of the home/multi-family building/remodeling industry or other residential industry segments. 6. <u>2.</u> Two current or past chairs or other committee officers of a technical committee or standards project committee involved in residential issues 7. <u>3.</u> At least One member from outside the U.S. and Canada 8. <u>4.</u> Two representatives of major residential stakeholder organizations for or government agencies (as noted on RBC Stakeholder list available from staff liaison. 9. One past Society officer 10. Members at Large as needed. <p>C. Non-voting members include a Board ex-officio member and coordinating officer.</p> <p>2.423.01.2 Qualifications A. The chair and vice chair shall hold the grade of Full Member or higher in the Society. B. The majority of the voting members of the committee must <u>shall</u> be ASHRAE members of Associate Grade or higher.</p> <p>C. <u>Voting members shall be considered for their ASHRAE experience including membership on other Technology Council Standing Committees (Standards, RAC, TAC, and EHC) as well as for participation in grassroot efforts under Members Council and at the chapter/regional level.</u></p> <p>2.423.01.3 Term of Service The term of service for voting members is intended to be three (3) years, subject to ROB 3.300 <i>Election and Appointment Procedures.</i></p> <p>2.423.02 OPERATION</p> <p>2.423.02.1 General Requirements</p> <p>This committee shall maintain a long-range plan for ASHRAE’s role in the “Buildings” conferences (sponsored by BETEC and ASHRAE) and submit this plan to Technology Council at the Annual Meeting.</p>
11 - 15	Society Rules Committee recommends to the BOD that the Board of Directors MOP be approved as presented in ATTACHMENT B.
12 - 16	Society Rules Committee recommends to the BOD that changes to the ASHRAE

	Simplified Rules of Order and Quick Reference be approved as presented in ATTACHMENTS C and D.
13 - 16	Society Rules Committee recommends to the BOD that changes to the ROB Section 2.417 regarding PEAC Composition be approved as presented in ATTACHMENT E.
15 - 19	MOTION 14: <i>The Society implement the recommended revisions to the ASHRAE Board of Directors and councils' structure as listed in Appendix I of the Board Composition and Leadership Structure Subcommittee Final Report dated June 26, 2022 (ATTACHMENT F).</i> be postponed until the Fall BOD Meeting on October 13-14, 2022.

ACTION ITEMS

Board of Directors Meeting
Wednesday, June 29, 2022

No. - Pg.	Responsibility	Summary of Action	Status	Goal Date
1 – 14	Littleton	Ensure that future Standards and TPS motions include a fiscal impact for the BOD's consideration.		
2 – 20	Littleton	Investigate if there are any legal impediments to creating a WhatsApp Group for the BOD.		



MINUTES

BOARD OF DIRECTORS MEETING

Wednesday, June 29, 2022

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
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:

Mick Schwedler
Steve Rosenstock
Jaap Hogeling
Douglas Fick
Michael Athera
Alex Frant
Conor Murray Sr.
Connor Deane Jr.
Sooria Narsiah
Yasaman Amidpour
Marelle Paas-O'Broek
Courtney Araiza
Luiz Piccoli Jr.
Juliana Pellegrini
Badri Patel
Abhishek Khurana

Niss Feiner
Kevin Marple
Craig Messmer
Doug Cochrane
Christine Reinders-Caron
Azadeh Ghadimi
Darryl Boyce
David Griffin II
Trent Hunt
Ibrahim Alagraa*
Rupesh Umtol *
Alan Neely *
Mohamed Yassein*
Tony Abate*
Ghassan Al Ali*
Ahmed Alaa Eldin*

Mike Bell*
Sayani Sri Haribabu*
Ade Awujoola *
Chandra Sekhar*
Liju Thomas Eapen*
Nivedita Jadhav*
Keiron Nanan*
Meagan Gibbs*
Van Baxter*
Mohamed Eltaieb *
Amr Suliman*
Adil Inam*
Richard Gunpat*
Olu Soluade*
Steph Kunkel*
Abbas Sajid*
Vinod Venugopal*

Abdul Rehman*
Joshua Vasudevan*
Craig Wray*
Eman Abu Taleb*

*Indicates Virtual Attendee

STAFF PRESENT:

Candace DeVaughn, Manager - Board Services
Chandrias Jolly, Assistant Manager - Board Services
Joyce Abrams, Director - Member Services
Vanita Gupta, Director - Marketing
Kim Mitchell, Chief Development Officer
Mark Owen, Director - Publications & Education
Stephanie Reiniche, Director - Technology
Alice Yates, Director - Government Affairs
Craig Wright, Director of Finance

Connor Barbaree, Sr. Mgr. - Standards
Matt Young, Mgr. Federal Govt. Affairs
Emily Porcari, Mgr. – State & Local Govt. Affairs
Isla Kennedy, Govt. Affairs Coord/Project Mgr.
Tony Giometti, Sr. Mgr. – Conference Programs
John Falcioni, Editor – ASHRAE Journal
Vickie Grant*, Mgr. – Region Activities
Lizzy Seymour*, Mgr. – Conference Services

Mr. Schwedler asked if there was any further business to come before the assembly. Hearing none, he declared the 2021-22 ASHRAE Annual Meeting adjourned.

CALL TO ORDER

Mr. Mehboob called the meeting to order at 2:00 pm.

CODE OF ETHICS

Mr. Mehboob read the code of ethics commitment. He notified all in attendance that the full code of ethics statemen and core values were available online.

LAND ACKNOWLEDGEMENT

Mr. Mehboob read the Toronto Chapter's land acknowledgment statement.

ROLL CALL/INTRODUCTIONS

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

REVIEW OF MEETING AGENDA

'Making ASHRAE a Household Name Report' was added to *Old Business*.

OPEN SESSION – ADDRESSES TO THE BOD

Comments submitted to the BOD in writing were read and are included in ATTACHMENT A.

Niss Feiner addressed the BOD. A summary of his comments are below:

Thank you for your leadership and vision.

The DEI Subcommittee has done good work and the conversations have been inspiring. Still have work to do. As engineers we know that things change because you apply pressure or heat. Have never felt more supported. Thank you for your work to make ASHRAE a more welcoming and inclusive environment.

Thank you for adding the land acknowledgement statement to agendas at this meeting.

REPORT OF THE 2022 ANNUAL MEETING

REPORT ON SPRING 2022 MEMBER BALLOT

Mr. Littleton reported that there were 2,992 responses to the ballot, which represents 6.83% of members eligible to vote.

New officers and directors were approved by 99% of respondents.

He reported that the two proposed bylaw changes were also approved – 96.5% voted to approve the change to VP terms and 86% voted to approve changes to the total BOD size range.

TORONTO ANNUAL MEETING RECAP

Mr. Owen reported that bookstore sales totaled \$18,670 which is about 1/3 the average revenue for an Annual Conference bookstore. For perspective, the previous highest was Salt Lake City in 2008 at \$82,000 and the previous lowest was Kansas City in 2019 at \$35,000. Factors affecting these results include overall lower face-to-face attendance at the conference and the latest revisions of major standards being published this fall.

He reported ALI's eight courses at the conference had 81 total attendees, which is less than half of the average of about 200 attendees for recent Annual Conferences. Revenue for courses was \$19,768 versus the average of \$34,000. For perspective, the previous highest recent totals were Kansas City in 2019 which had 212 attendees and \$44,000 in revenue, and the lowest was Atlanta in 2015 which had 153 attendees and \$25,000 in revenue.

Factors affecting ALI results include overall lower conference attendance plus the last-minute withdrawal of two of the ten courses originally scheduled.

Ms. Abrams reported that there were a total of 1,363 onsite registrants and 265 virtual registrants. Total revenue generated from registration was \$40,205, which represents 2/3 of the total registration revenue from the Kansas City conference, which was the previous low.

She reported that *Climate Change issues for Decarbonization* was the most popular hybrid seminar, with 110 in-person attendees and 69 virtual attendees.

CONSENT MOTIONS

Mr. Constantinide moved and Ms. Thomle seconded that

1. The following motions be approved as a consent agenda:
 - A. That Fiducient Advisors, LLC be approved as ASHRAE investment advisor for fiscal year 2022-2023.
 - B. That Jones & Kolb be approved as ASHRAE Certified Public Accountants for fiscal year 2022-2023.
 - C. That the appropriate and required bank resolutions for institutions in which ASHRAE funds are deposited as executive by officers for fiscal year 2022-2023 be approved.
 - D. That McGuire Woods be approved as the Society's law firm of record for the fiscal year 2022-2023.

MOTION 1 PASSED (Unanimous Voice Vote, CNV).

2022-23 APPOINTMENTS AND BOARD ELECTED POSITIONS

Mr. Mehboob reported that these lists are provided to the BOD as an informational item.

ISTANBUL HVAC SUMMIT, CRC, AND BOD MEETING

Mr. Mehboob reported that the BOD approved the Fall BOD Meeting take place in conjunction with the RAL CRC in Istanbul. It was also decided that Society would also host a global HVAC summit simultaneously, to deliberate on issues of the day along with our industry partners.

Mr. Mittal thanked the BOD for hosting the Fall BOD Meeting alongside the RAL CRC. He stated that RAL will be celebrating its 20-year anniversary and there will be a big celebration. It will be a great opportunity for RAL members to meet the BOD.

He reported that the events will take place at the largest hotel in Istanbul.

BOD members were asked to plan to be in Istanbul October 8-14. The first day will consist of a tour of the old capital.

Mr. Mehboob added that the BOD's official business will be on October 10 and 11. BOD members should plan to arrive on October 9 to participate in the summit. Official BOD business ends on October 14 and members can travel home on October 15.

BOD members are welcome to come a day early (October 8), at no cost, to tour the city of Bursa, compliments of RAL.

He added that the fall BOD Meeting will be a chance for BOD members to bond and will provide greater understanding of that part of the world.

It was reported that the packages listed online are not meant for BOD members, and special arrangements will be circulated following this meeting. BOD members will make their own reservations and submit for reimbursement via an expense report following the event.

Mr. Mehboob reported that the presentation on the Global HVAC Summit was put together by Presidential Member Olesen. He was unable to attend the meeting as he was traveling home from the conference.

He reported that critical issues of the day to be addressed at the Global Summit have been identified, with input from AASA. Some of the issues identified were discussed at the recent CIBSE meeting.

There will be 10-12 breakout sessions during the summit, led by moderators. A set of recommendations will come from each of the breakout sessions.

COUNCIL REPORTS

MEMBERS COUNCIL

Ms. Scoggins reported on behalf of the council.

Ms. Scoggins moved that

2. Members Council recommends to the Board of Directors that Society approve a moratorium of 24 months on the membership renewals of the members of ASHRAE Sri Lankan Chapter with immediate effect.

Ms. Scoggins reported that Sri Lanka as a country is confronting a grim situation cause by a precarious balance of payment, severely depleted foreign exchange reserves and run-away inflation that has made survival of their citizens extremely difficult.

The Economy of the Island Nation is solely dependent on tourism and agriculture (mainly tea). Tourism has been majorly affected by the Pandemic (as most countries are). Agriculture has been crippled due to various reasons which could partly be ascribed to failed state policies. All this has led to the high inflation and shortage of essential commodities like foodstuff, petrol, oil and even life support medicines and a very sharp erosion of the Sri Lankan Rupee (see attached data published by the Central Bank).

The country is currently going through the throes of a regime change. IMF has been approached for a bail out. There have been some crushing impacts. Businesses have collapsed. Projects have come to a stand-still (due to non-availability of plant, machinery, and materials). People have taken to the streets and there is a civil unrest. All this has led to wide-spread job losses.

Many of our members have been impacted, so much so that we are expecting a very high delinquency amongst the chapter membership, and member dues for renewals in the near future may avoid doing so. Many members have lost their jobs, so they are unable to find the means to renew. Those members who are better placed, are unable to remit the renewal fees due to a blanket-ban on foreign currency outward remittance by the Government.

The Sri Lankan Chapter has been in existence for the last 20 years and has contributed immensely to the Region-At-Large.

She reported that estimated fiscal impact was \$42,780 over two years.

Mr. Conlan spoke in favor of the motion. He stated that his company had a project in Sri Lanka with an individual working on site and it is not a good situation. He expressed his opinion that Society should extend help.

Mr. Mittal spoke in favor of the motion. He stated that the Sri Lankan Chapter has been very successful and is going through a hard time.

Mr. Khankari spoke in favor of the motion. He stated that something similar was done for the Beirut Chapter. He stated that approving this motion would show the human side of Society.

It was asked and clarified that regional dues would not be charged.

Mr. Rakheja spoke in favor of the motion. He stated that he has been to the Sri Lankan Chapter and they are very active.

MOTION 2 PASSED (Unanimous Voice Vote, CNV).

Ms. Scoggins moved that

3. Members Council recommends to the Board of Directors that the ASHRAE Rules of the Board (ROB) be updated as follows, effective January 2023:

2.411 Honors and Awards Committee

2.411.003.5 Award Programs

~~B. This committee shall receive recommendations, select, and recommend to the BOD individuals to be considered for the following honors and awards:~~

~~9. Honorary Member~~

~~10. Fellow~~

~~11. Pioneers of the Industry~~

~~12. ASHRAE Hall of Fame~~

~~13. F. Paul Anderson Award~~

~~14. ASHRAE Award for Distinguished Public Service~~

~~15. Louise and Bill Holladay Distinguished Fellow Award~~

~~16. Andrew T. Boggs Service Award~~

This committee shall select and recommend to Members Council individuals for the following awards:

15. Distinguished Fifty-Year Member Award

16. Distinguished Service Award

17. Exceptional Service Award

18. Crosby Field Award

19. Willis H. Carrier Award

20. Transactions Paper Awards

21. Honorary Member

22. Fellow

23. Pioneers of the Industry

24. ASHRAE Hall of Fame

25. F. Paul Anderson Award

26. ASHRAE Award for Distinguished Public Service

27. Louise and Bill Holladay Distinguished Fellow Award

28. Andrew T. Boggs Service Award

Ms. Scoggins reported that in response to the BOD referred motion that Honors and Awards review which awards should be approved by the BOD due to the prestige of the award and propose changes to the ROB for presentation to the BOD for approval. This motion came

from the Board Operational Streamlining Subcommittee and the intent is to allow the BOD to have more time for more strategic items.

She reported that there was no fiscal impact.

MOTION 3 PASSED (Unanimous Voice Vote, CNV).

Ms. Scoggins moved that

4. Members Council recommends to the Board of Directors that ROB 2.301.005, Manuals and Procedures, be revised as shown below.

This council is responsible for reviewing, recommending changes and interpreting the following:

- I. ~~RAL Sub-Region Chair Qualifications and Responsibilities~~ Manual of Chapter Operations
- J. Fees, Dues and Privileges
- K. Criteria for Formation of a New ASHRAE Region
- L. Criteria for the Formation of a New Chapter
- M. Chapter Technical Publications
- N. Chapter and student branch constitutions and bylaws
- O. Manual for Conducting a Chapters Regional Conference
- P. Region Operations Manual

Ms. Scoggins reported that MBO 2: Action Item 28 (11/21): Review Members Council governing documents including ROB sections, MOP and Financial Reference Manual. These documents in their current form do not cover the full scope of Members Council responsibilities. The Resource Manual and the MOP to be comprehensively updated. Elements of the ROB identified as operational may be incorporated into the MOP as appropriate.

- A. Review ROB to determine:
 - Sections needing amendment
 - Sections needing deletion
- B. After ROB review, update MOP accordingly
- C. Rewrite MC Resource Manual to align with council documents and Finance Committee Resource Manual

She reported that there was no fiscal impact.

MOTION 4 PASSED (Unanimous Voice Vote, CNV).

Ms. Scoggins reported that Members Council approved the reactivation of two sections and the charter of 10 new student branches.

PUBLISHING AND EDUCATION COUNCIL

Mr. Macauley reported that the council did not have any recommendations.

He reported that the Historical Committee recommended that Society partner with nine other associations to create a Wiki of ASHRAE's history.

The Publications Committee approved a special publication on management of BACnet.

Ms. Abrams thanked Mr. Mehboob for assigning an action item to speed up the response time to CRC motions. She reported that a CRC motion was referred to Pub and Ed and the process took weeks instead of months. She reported that staff will ensure all chapters are notified accordingly.

TECHNOLOGY COUNCIL

Ms. Maston reported on behalf of the council.

Ms. Maston moved that

5. The Board of Directors approve the following as a consent agenda:

A. Standards Committee recommends that BSR/ASHRAE/IES Addendum *t* (*Air Leakage*) ANSI/ASHRAE/IES Standard 90.1-2019, *Energy Standard for Buildings Except Low-Rise Residential Buildings*, be approved for publication.

B. Standards Committee recommends that BSR/ASHRAE/IES Addendum *ac* (*Lighting Power Exceptions*) ANSI/ASHRAE/IES Standard 90.1-2019, *Energy Standard for Buildings Except Low-Rise Residential Buildings*, be approved for publication.

C. Standards Committee recommends that BSR/ASHRAE/IES Addendum *am* (*Exterior Lighting*) ANSI/ASHRAE/IES Standard 90.1-2019, *Energy Standard for Buildings Except Low-Rise Residential Buildings*, be approved for publication.

D. Standards Committee recommends that BSR/ASHRAE/IES Addendum *av* (*Thermal Bridging*) ANSI/ASHRAE/IES Standard 90.1-2019, *Energy Standard for Buildings Except Low-Rise Residential Buildings*, be approved for publication.

E. Standards Committee recommends that BSR/ASHRAE/IES Addendum *bg* (*LSC Site Systems*) ANSI/ASHRAE/IES Standard 90.1-2019, *Energy Standard for Buildings Except Low-Rise Residential Buildings*, be approved for publication.

F. Standards Committee recommends that BSR/ASHRAE/IES Addendum *BJ* (*clarifies the scoping and applicability of Appendix A*) ANSI/ASHRAE/IES Standard 90.1-2019, *Energy*

Standard for Buildings Except Low-Rise Residential Buildings, be approved for publication.

G. Standards Committee recommends that BSR/ASHRAE/IES Addendum *bq* (*Electrical Energy Monitoring*) ANSI/ASHRAE/IES Standard 90.1-2019, *Energy Standard for Buildings Except Low-Rise Residential Buildings*, be approved for publication.

H. Standards Committee recommends that BSR/ASHRAE/IES Addendum *br* (*Dwelling Unit Lighting Efficacy and Controls*) ANSI/ASHRAE/IES Standard 90.1-2019, *Energy Standard for Buildings Except Low-Rise Residential Buildings*, be approved for publication.

I. Standards Committee recommends that BSR/ASHRAE/IES Addendum *co* (*Appendix G Retrofits*) ANSI/ASHRAE/IES Standard 90.1-2019, *Energy Standard for Buildings Except Low-Rise Residential Buildings*, be approved for publication.

J. Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum *f* (*invasive plants*) (ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, *Standard for the Design of High-Performance Green Buildings Except Low-Rise Residential Buildings*, be approved for publication.

K. Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum *l* (*renewable energy terminology*) ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, *Standard for the Design of High- Performance Green Buildings Except Low-Rise Residential Buildings*, be approved for publication.

L. Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum *o* (*view fenestration revisions*) ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, *Standard for the Design of High- Performance Green Buildings Except Low-Rise Residential Buildings*, be approved for publication.

M. Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum *ag* (*greenfield sites*) ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, *Standard for the Design of High-Performance Green Buildings Except Low-Rise Residential Buildings*, be approved for publication.

Ms. Maston reminded BOD members that members are to review these motions for adherence to ASHRAE's Procedures for Standards Actions (PASA) and ANSI Essential Requirements and note technical content. If the BOD disapproves a Standards Committee Document for publication, please detail reason(s) for the record.

She reported that there were no negative votes, only abstentions due to council members also serving on cognizant SSPCs.

MOTION 5 PASSED (Unanimous Voice Vote, CNV).

Ms. Maston moved that

6. Standards Committee recommends that BSR/ASHRAE/IES Addendum *cq* (*Appendix G Water to Liquid*) ANSI/ASHRAE/IES Standard 90.1-2019, *Energy Standard for Buildings Except Low-Rise Residential Buildings*, be approved for publication.

Ms. Maston reported that there were seven negative votes and 3 abstentions. More detailed information is included in the footnotes of the report.

Ms. Scoggins noted that some pretty involved members voted against the motion.

Ms. Maston advised that in an effort to resolve comments there was a table included in the standard, but there were some details that need additional investigation to see if those negative votes were addressed.

Ms. Hanson spoke in favor of the motion. She stated that objectors felt there was not enough background given. There was also a perception that unresolved comments could be addressed easily. She added that her personal feeling is that the suggested solution was not trivial or so easily resolved.

Mr. Mittal expressed his opinion that there was not a good faith attempt to resolve comments and that could be construed as a process violation. He recommended assigning an action item to Technology Council to provide a better comment response and work to be develop the standard.

Ms. Hanson added that ideally, appendix 6 and chapter 6 of 90.1 would be fixed at the same time. This motion is a response to changes and requests for updates. Was only out for public review once.

She expressed her opinion that the process violation was not egregious enough to not approve the proposed motion.

Mr. Littleton stated that one option for the BOD would be to pass the motion and provide an action item or direction back to Tech Council to do a better job of responding to commentors rather than just requesting that a continuous maintenance proposal (CMP) be submitted.

He stated that there is always a risk associated with standards, particularly 90.1. The process was followed, but the responses to the comments were not as robust as they should have been.

Mr. Knight spoke in favor of the motion. He stated that, if approved, several things could be fixed in the interim until a CMP can be prepared.

Mr. Khankari stated that he was undecided on the motion. He expressed that it is not clear what the most negative consequences of approval were.

Ms. Reiniche responded that she did not think there was a negative consequence for approval. She suggested that, if approved, that an action item be assigned to Standards to provide better responses in the future.

Mr. Leung spoke in favor of the motion. He expressed agreement with Mr. Littleton. He stated that the addendum addresses carbon and that is very important.

MOTION 6 PASSED (Unanimous Voice Vote, CNV).

Ms. Maston moved that

7. The Board of Directors approve the following as a consent agenda:

A. 12 Standards Committee recommends that the following Title, Purpose and Scope (TPS) be approved and that a new Standard Project Committee be formed:

Title: Method of Testing In-Room and HVAC-duct mounted Devices and Systems and In-Room devices for Particle and Microorganism Removal or Inactivation in a Chamber with a Recirculating Duct System

Purpose: The standard provides a method of test for evaluating in room HVAC-duct mounted devices and in-room devices and systems for particle and microorganism removal or inactivation in a chamber with a recirculating duct system.

Scope:

2.1 The method of test specifies specific particle or selected indicator microorganisms in the test chamber and defines procedures for generating the particles or bioaerosols required for the method of test.

2.2 This standard provides a method for counting the number of specific particles or viable microorganisms in the chamber to calculate the elimination efficiency for each specific particle or microorganism.

2.3 This standard establishes minimum performance specifications for the equipment required to conduct the tests, defines test methods as well as the calculation and

reporting of results obtained from the test data, and establishes a reporting system to be applied to HVAC-duct mounted devices and in-room devices and systems covered herein.

2.4 This method of test requires a chamber with a recirculating duct system.

2.5 This standard does not address the health and safety effects of operating devices and systems in an occupied room.

B. Standards Committee recommends that the following Title, Purpose and Scope (TPS) be approved and that a new Standard Project Committee be formed:

Title: Method of Test for Assessing the Gas-Phase Performance of Air Cleaning Devices and Systems in a Duct-Chamber Apparatus

1. Purpose: To provide a laboratory test method for evaluating air cleaning devices for challenge gas removal in a combined duct-chamber system with continuous recirculation.

2. Scope:

2.1 This standard specifies a duct-chamber test method for measuring the performance of in-duct and in-room air cleaning devices with continuous recirculation through the duct and chamber.

2.2 The test method measures the performance of air cleaning devices for removing challenge gases.

2.3 This test method is conducted at elevated challenge gas concentrations (relative to ventilation applications) and therefore should be used to compare devices rather than directly predict performance in real world applications. The challenge gas and likely byproducts will be measured over time.

2.4 Air cleaner performance is defined as the total impact of the air cleaner on the challenge gas in the chamber air and including any gaseous or particulate byproducts.

2.5 This standard provides performance specifications for the equipment and measurements required to conduct the test method, defines procedures for calculating and reporting results and provide a results reporting system.

2.6 This standard does not address the health and safety effects of operating devices and systems in an occupied room.

Ms. Mason reported that the fiscal impact for the motion was included within existing budgets.

MOTION 7 PASSED (Unanimous Voice Vote, CNV).

Ms. Maston moved that

- 8.** Technology Council recommends that ASHRAE jointly sponsor ASHRAE Standard 240P, *Evaluating Greenhouse Gas (GHG) and Carbon Emissions in Building, Design, Construction and Operation* with ICC (International Code Council) with ASHRAE as the lead cosponsor following ASHRAE's ANSI development procedures.

Ms. Maston reported that ICC and ASHRAE both filed PINS related to decarbonization that were similar in proposed scope and purpose. Staff from both ASHRAE and ICC met to discuss possible ways to move forward that would reduce confusion and competition in the marketplace. It was proposed to submit to the respective organizations a request to develop the standard jointly with ASHRAE as the lead organization. It was agreed that the standard should be applicable globally and not be North American Centric and that global representation will be sought.

The proposal was shared with the Board of Directors and ExCom for feedback and subsequently shared with the Task Force on Building Decarbonization ExCom. The TFBD ExCom agreed that this was a good idea to move forward. The Chair will be a representative from ASHRAE that will be a non-voting member that will run the committee meetings and be an expert on process. There will be co Vice-Chairs. The intent is to expedite the standard and immediately issue a new call for members soliciting participation from both organizations. A standards development agreement has been reached between the staff at both organizations if approved. Standards Committee voted 22-0-0 CNV in favor of the motion.

Mr. Knight spoke in favor of the motion. He stated that he would like staff to address the agreement between the two organizations and any possible fiscal impact.

Ms. Reiniche reported that it will bring down the cost of developing the standard. Revenue will be shared after 50/50 costs.

Mr. Littleton reported that the motion would be funded in the TFBD budget.

MOTION 8 PASSED (Unanimous Voice Vote, CNV).

Ms. Maston moved that

9. Technology Council recommends that ASHRAE jointly sponsor ASHRAE Standard 232P: *Schema-Based Building Data Model Protocols*, with IBPSA (International Building Performance Simulation Association) with ASHRAE as the lead cosponsor following ASHRAE's ANSI development procedures.

Ms. Maston reported that SPC232P formally voted to recommend this at its first meeting. IBPSA, a key player in the modeling community, and ASHRAE have recently entered a co-sponsorship agreement with IBPSA on ASHRAE/IBPSA Standard 209, *Energy Simulation Aided Design for Buildings except Low-Rise Residential Buildings*. Having IBPSA involved in the development and publication of Standard 232 will help to strengthen ASHRAE's relationship with IBPSA and reach a broader community with the standard. Standards Committee voted 22-0-0 CNV in favor of the motion.

Mr. Knight spoke in favor of the motion. He stated that in the future, there is going to be a focus on finance and even if these types of motions are covered in the existing budget, it would be helpful to the BOD to see that councils and committees have considered the fiscal impact and that it be noted for the BOD's consideration.

Mr. Mehboob expressed agreement with Mr. Knight and requested that Mr. Littleton provide general direction that fiscal impact needs to be noted with motions.

Mr. Littleton reported that both of these standards were previously approved. What the BOD is being asked to approve is shifting them to co-sponsored standards with another organization.

Staff will ensure that future Standards and TPS motions include a fiscal impact for the BOD's consideration.

AI - 1

MOTION 9 PASSED (Unanimous Voice Vote, CNV).

Ms. Maston moved that

10. Technology Council recommends to the Board of Directors that Rules of the Board 2.432.01, Membership, and 2.423.02, Operations, be revised as shown:

2.432.01 MEMBERSHIP

2.423.01.1 Composition

The members of this committee are as follows: (19-01-16-14)

A. Maximum of fifteen (15) voting members, including a chair and a vice chair;

B. Voting members shall include:

- ~~1. One past member of Standards Committee~~
- ~~2. One past member of Research Administration Committee~~
- ~~3. One past member of Members Council~~
- ~~4. One past member of Environmental Health Committee~~
- ~~5.~~ 1. One representative of the home/multi-family building/remodeling industry or other residential industry segments.
- ~~6.~~ 2. Two current or past chairs or other committee officers of a technical committee or standards project committee **involved in residential issues**
- ~~7.~~ 3. **At least One** member from outside the U.S. and Canada
- ~~8.~~ 4. Two representatives of major residential stakeholder organizations **for or** government agencies ~~(as noted on RBC Stakeholder list available from staff liaison.~~
- ~~9.~~ One past Society officer
- ~~10.~~ Members at Large as needed.

C. Non-voting members include a Board ex-officio member and coordinating officer.

2.423.01.2 Qualifications A. The chair and vice chair shall hold the grade of Full Member or higher in the Society.

B. The majority of the voting members of the committee ~~must~~ shall be ASHRAE members of Associate Grade or higher.

C. Voting members shall be considered for their ASHRAE experience including membership on other Technology Council Standing Committees (Standards, RAC, TAC, and EHC) as well as for participation in grassroots efforts under Members Council and at the chapter/regional level.

2.423.01.3 Term of Service

The term of service for voting members is intended to be three (3) years, subject to ROB 3.300 *Election and Appointment Procedures*.

2.423.02 OPERATION

2.423.02.1 General Requirements

This committee shall maintain a long-range plan for ASHRAE's role in the "Buildings" conferences (~~sponsored by BETEC and ASHRAE~~) and submit this plan to Technology Council at the Annual Meeting.

Ms. Maston reported that when formed, the Residential Building Committee needed a more restrictive group of members. This worked well when originally formed but is no longer needed and is much more stringent than other Standing Committees. This is to make it easier to fill RBC with members that will still meet its needs. It was agreed that full member grade is necessary to be a member of RBC. This is again consistent with most other Standing Committees. It's being proposed to add a qualifications section to encourage finding those with key committee experience as members without making it a requirement. Under operation one editorial change is being made because BETEC is no longer a sponsor of the Buildings Conference. These proposed changes were sent to SRC for feedback prior to this meeting. RBC incorporated the changes which was changing must to shall in two locations.

She added that the current requirements are quite strict and as such, the committee is having trouble filling vacant positions.

MOTION 10 PASSED (Unanimous Voice Vote, CNV).

COMMITTEE REPORTS

SOCIETY RULES COMMITTEE

Mr. Rakheja moved that

11. Society Rules Committee recommends to the BOD that the Board of Directors MOP be approved as presented in ATTACHMENT B.

Mr. Fick reported that in lieu of recently approved MOP formatting and overhaul of the ROB, the BOD MOP that previously resided in Volume 3 was updated by the committee to reflect current BOD operations.

Though the committee is requesting approval at this meeting, the MOP should be considered as a fluid document that will consistently be updated similar to the ROB, based on the ever changing work of the BOD.

Details regarding the composition, membership, and terms for the Diversity, Equity, and Inclusion (DEI) Subcommittee were also added as the BOD recently approved the subcommittee as permanent.

He noted that the BOD has been engaged regarding comments to the attached document.

MOTION 11 PASSED (Unanimous Voice Vote, CNV).

Mr. Rakheja moved that

12. Society Rules Committee recommends to the BOD that changes to the ASHRAE Simplified Rules of Order and Quick Reference be approved as presented in ATTACHMENTS C and D.

Mr. Fick reported that based on comments received regarding the simplified rules of order, the committee felt that guidance needed to be included regarding if motions from subcommittees and reporting bodies should be seconded.

Updates as provided address the seconding of motions from subcommittees and reporting bodies and should be used in meetings moving forward. We anticipate comments during the roll out and will revise the quick reference at the winter/annual meeting to manage version confusion.

MOTION 12 PASSED (Unanimous Voice Vote, CNV).

Mr. Rakheja moved that

13. Society Rules Committee recommends to the BOD that changes to the ROB Section 2.417 regarding PEAC Composition be approved as presented in ATTACHMENT E.

Mr. Fick reported that in review of the ROB and past practices, the appointment of members to PEAC were not in alignment with the ROB.

MOTION 13 PASSED (Unanimous Voice Vote, CNV).

Mr. Fick reviewed the committee's information items.

DEVELOPMENT COMMITTEE

Mr. Wolf reported that the committee had no recommendations for the BOD's consideration.

He thanked the BOD for contributing 100% to fundraising efforts for the 2021-22 Society Year.

Mr. Wolf reviewed the committee's information items.

BOD SUBCOMMITTEE REPORTS

DEI ADVISORY SUBCOMMITTEE

Ms. Thomle reported that the subcommittee had no recommendations for the BOD's consideration.

She reviewed information items from the subcommittee's report.

She reported that the subcommittee plans to conduct training annually for all BOD members and also repeat the recent workshop in the upcoming Society Year.

Mr. Khankari stated that the book *Blind Spot* was distributed to all BOD members. There are plans to start a book club led by Presidential Member Sheila Hayter. Information on the book club will be distributed via email.

Mr. Mehboob thanked the subcommittee for their work and the report.

Mr. Littleton congratulated the DEI Subcommittee. He reported that he attended the recent workshop and was captivated. He stated that he learned a lot about the way he perceives things.

COMPOSITION AND LEADERSHIP SUBCOMMITTEE

Mr. Mehboob stated that a motion contained in the report represents a major organizational change. He reported that the motion requires a 2/3 vote of the BOD to pass and requires a 60-day postponement before the motion can be voted on. If the motion is approved, it would be announced at the Winter Meeting and placed on the spring 2023 member ballot.

Mr. Macauley reported that the subcommittee plans to host information sessions over the 60-day cooling off period to provide more details.

Mr. Macauley presented on behalf of the subcommittee.

Mr. Macauley thanked the subcommittee and staff support for their work. He reported that the group met almost weekly throughout the year.

He reported that the subcommittee is proposing that the district directors will assist the Region in considering strategic items and work across the three councils.

He reported that the subcommittee is requesting a Transition Committee be created to finalize proposed dates to finalize details. No dates are proposed in the motion.

Mr. Abellon reported that the report lists sample transition plans, and that the subcommittee is not dictating the districts.

There was much discussion on the presentation. A summary of the discussion is below:

The percentage of BOD representation on the BOD is reduced in this plan. As Society grows outside of North America and more regions are created, does this change help international growth?

Adding a layer of efficiency to an organization or government is not typically successful.

Will staff be allocated to regions or districts?

How will the district level be organized and structured? Not sure of the relationship between DRCs and District Directors.

Should criteria regarding who can serve as a District Director be clarified? There should be a goal of fair representation of all regions in a district.

Will nominations for regional directors and district directors come from the CRCs?

Curious about additional details on district directors and their service on the three councils.

Provide definition of 'milestones' referenced in report.

Society Transition Committee charge is vague.

Would like to see how benefits align with proposed changes.

What is the plan to gain the technical grassroots input on the proposal?

Suggest that the size of ExCom be reconsidered? Suggest that the councils be autonomous and free the VPs to focus on strategic items.

Suggest looking at member cap to maximize representation of members and still achieving streamlining efficiency.

Suggest that previous efforts to update the bylaws be done at the same time as these proposed edits.

Opposed to calls for one to one representation on the BOD. No DRC should be representing and speaking for just their region.

Concerned with the possibility of one region dominating the “funnel” for district director. Can have that issue in our current structure with one strong chapter and the selection of DRC. Encourage BOD members to keep an open mind.

Would like to separate some of the ideas for a more strategic BOD; don't want to conflate two issues. Want to discourage the mindset that there can be no change if this proposal is not accepted.

Mr. Mehboob asked directors to collect their thoughts and send comments/input to staff to be forwarded to Mr. Macauley and the subcommittee for consideration.

Mr. Macauley reported that comments submitted in writing will be responded to by the subcommittee.

Mr. Macauley moved that

14. The Society implement the recommended revisions to the ASHRAE Board of Directors and councils' structure as listed in Appendix I of the Board Composition and Leadership Structure Subcommittee Final Report dated June 26, 2022 (ATTACHMENT F).

Mr. Knight moved and Mr. Ellis seconded that

15. MOTION 14:

The Society implement the recommended revisions to the ASHRAE Board of Directors and councils' structure as listed in Appendix I of the Board Composition and Leadership Structure Subcommittee Final Report dated June 26, 2022 (ATTACHMENT F).

be postponed until the Fall BOD Meeting on October 13-14, 2022.

MOTION 15 PASSED (Unanimous Voice Vote, CNV).

Mr. Mehboob stressed that the grassroots should be engaged. He suggested virtual town halls to provide a platform for the grassroots members.

He thanked the subcommittee for their great work.

Mr. Macauley reported that the subcommittee hopes to modify the presentation made to the BOD so that it can be presented at the fall CRCs.

It was suggested that the DRCs present the proposal to the chapters and acquire feedback.

Mr. Knight stressed that a unified message be delivered to all chapters.

2022-23 GOALS

Mr. Mehboob stated that he has observed the BOD being generally reactive. He stated that to be strategic, goals need to be defined. He presented his goals for the 2022-23 Society year (ATTACHMENT G).

He reported that three subcommittees would be appointed, in addition to the DEI Subcommittee. Between now and August, the subcommittees should meet virtually and begin planning their work.

BOD WHATSAPP GROUP

Mr. Mehboob reported that RAL has a Regional WhatsApp group so that the entire region can stay in contact. He proposed that the BOD have a WhatsApp group as well to increase connectivity.

It was clarified that the BOD WhatsApp group would be a social group only and would be the equivalent of hallway conversations. If there is a legal impediment, the BOD will not move forward.

Mr. Littleton will investigate if there are any legal impediments to creating a social WhatsApp Group for the BOD.

BOD ATTENDANCE AT INTERNATIONAL CONFERENCES

Mr. Mehboob reported that ExCom discussed if there should be an international BOD meeting or if Society should host an international conference every three years.

A task group of Directors will investigate and provide a recommendation. The scope, goals, and deliverables of the task group were reviewed. The task group has a deadline of October 1, 2022 so a final decision can be made at the fall BOD meeting.

2022-23 BOD MENTORS

Mr. Mehboob reported that it is traditional to provide a mentor to incoming BOD members. He reviewed the mentor/mentee assignments.

NEW BUSINESS

MAKING ASHRAE A HOUSEHOLD NAME

Mr. Khankari reported that a small group of BOD members was formed to focus on brand recognition. The group met every other Monday.

He reported that the groups focus was strategic, and the focus was Society wide.


Mr. Khankari thanked the subcommittee members for their work. He stated that the presentation is the consensus of the group. The report is included in ATTACHMENT H.

He asked the BOD to give the report serious review and send him any comments and/or questions. He requested that comments and the full report be addressed at the next BOD meeting.

ADJOURNMENT

Mr. Mehboob acknowledged staff Vickie Grant for her tremendous support and announced that she will be retiring in the coming weeks. He stated that she will be truly missed. The group wished her all the best and a wonderful retirement.

The meeting adjourned at 6:01 pm.

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

Jeff H. Littleton, Secretary

ATTACHMENTS:

- A. Written Open Session Addresses to the BOD
- B. Proposed BOD MOP
- C. Proposed Edits to Simplified Rules of Order
- D. Proposed Edits to Quick Reference Guide
- E. Proposed Edits to ROB Section 2.417
- F. BOD Composition and Leadership Structure Subcommittee Appendix I
- G. 2022-23 Goals
- H. Household Name Subcommittee Presentation

ADDRESSES TO THE BOARD OF DIRECTORS

o **Mark A. Staufer, Western Michigan Chapter**

Greetings members of the Board and thank you for the opportunity to share my concerns with you. I want to share my dismay and strong opposition to the path that ASHRAE has gone down related to environmental activism and advocacy for policy positions rather than remaining neutral and science based.

For most of my career I have appreciated that ASHRAE seemed to remain somewhat “above the fray” related to ongoing debates about environmental and social causes and instead stayed more focused on hard sciences and the practical realities of physics and economics related to engineering for HVACR. Perhaps I was too busy to notice the transition, but I certainly have been made aware over the last 6 months or so that this is no longer the case. The refrigeration cycle, combustion efficiency, the physics of air, hydraulics, fan laws, compressor technologies, heat transfer, thermodynamics, etc. – these are all topics where we can agree upon basic physical laws and repeatable scientific analysis. Climate alarmism and the view that carbon dioxide is a “pollutant” that threatens the existence of the world as we know it and must be eliminated from our buildings as soon as possible is a radical policy OPINION. It is absolutely NOT a provable and repeatable scientific fact, nor is it even a policy position that all agree with, and ASHRAE has no place in taking sides and promoting one point of view over the other. Unless you have tuned out all contrary voices, you are aware that there is no “normal” for the global climate; it has always experienced warmer and cooler periods, and varying levels of CO₂? The amount, if any, to which human activities can impact global climate is debated? The intricate relationship between all the factors that influence our climate is not fully understood. Attempts to create computer models predicting future climate conditions have been marginal at best? Computer model “doomsday” climate predictions from the last several decades have been inaccurate and proven wrong by the passage of time.

The overall long-term impact (both the level of significance and whether the overall impact is negative, neutral, or even positive) of higher CO₂ levels and warmer global temperatures is debated, but it is certainly not the “doomsday” end of the world as we know it scenario that is being promulgated by climate alarmists? Even if the “doomsday” models were correct, there is little or no evidence that “decarbonizing” buildings would have any significant impact on global temperatures. The concept of rapidly “decarbonizing” buildings cannot be isolated from its overall impact on human life around the globe as it diverts (LOTS of) money, resources, and attention from real physical needs (who cares about CO₂ emissions if you don’t have clean water, adequate food, safety, access to basic healthcare, or protection from common disease)?

There is presently no realistic path (politically & economically) forward to the clean, reliable, secure, and inexpensive electrical energy that would be required if “fossil” fuels are to be abandoned in the name of “decarbonizing.”

My plea to the Board would be that you extricate our organization from divisive social and environmental policy positions, and instead return ASHRAE to the science and engineering focused resource that is always used to be. Let there be free and open debate and discussion of the wide spectrum of OPINIONS about climate change and environmental issues, but PLEASE refrain from picking sides and treating social/environmental advocacy issues as if they are in the same “settled science” category as the laws of physics and HVAC engineering. Many of your members do NOT believe that climate change is “crisis,” that CO₂ is a “pollutant,” or that there is some urgent need to “decarbonize” buildings.

Thank you for your time, Sincerely, Mark A. Staufer, PE (Member)



Shaping Tomorrow's
Built Environment Today

MANUAL OF PROCEDURES
BOARD OF DIRECTORS

Approved by :
Date:

FOREWORD

This Manual of Procedures (MOP) details the operating procedures followed in carrying out the general responsibilities of the Board of Directors as prescribed in the ROB. Refer to ROB volumes 1 - 3 for current operating procedures. Periodic revisions will be made to reflect changes in the Society Bylaws, Rules of the Board and methods of Society operation.

The Board of Directors may have additional duties and responsibilities that are not included in this document.

MANUAL OF PROCEDURES
Board of Directors
Table of Contents

1.	GENERAL RESPONSIBILITIES.....	4
2.	MEMBERSHIP	4
3.	PRESIDENT RESPONSIBILITIES.....	5
5.	OFFICER RESPONSIBILITIES	5
6.	DIRECTOR RESPONSIBILITIES	6
7.	DIRECTOR-AT-LARGE (DAL) ADDITIONAL RESPONSIBILITIES.....	7
8.	DIRECTOR AND REGIONAL CHAIR (DRC) ADDITIONAL RESPONSIBILITIES.....	7
9.	EXECUTIVE COMMITTEE RESPONSIBILITIES.....	9
10.	VICE PRESIDENT RESPONSIBILITIES.....	9
13.	IMMEDIATE PAST PRESIDENT	10
14.	PRESIDENTAL REPRESENTATIVES (Volume 3 8.1.2).....	10
15.	AMBASSADOR	10
16.	CRITERIA FOR FORMATION OF A NEW REGION	10
17.	HIGH-IMPACT GOVERNANCE.....	11

1. GENERAL RESPONSIBILITIES

- 1.1. The Board of Directors shall have full and complete management and control of the activities and funds of the Society and may adopt such rules and regulations for the conduct of its meetings, the exercise of its powers, and the management of the affairs of the Society as it may deem proper, subject to the provisions of the laws of the State of New York, the Certificate of Consolidation and these Bylaws. (Bylaws Section 4.4)
- 1.2. In this regard, Society Legal Counsel in a letter dated November 8, 1961 stated: "As you know, Officers and Directors of a corporation are trustees for the interests of the stockholders or members; as such, they are required to exercise that degree of care and prudence which would be exercised by the ordinarily prudent business person in connection with all the affairs of the corporation. They must also act in good faith.

They cannot act on matters in which they have a self-interest contrary to the interest of the corporation. They represent the entire membership of the corporation as a whole, and cannot neglect or fail to perform their duties; otherwise they are personally liable for any damages or loss which occurs therefrom."

1.3. TRAINING

1.3.1. Discrimination and Harassment Training

- 1.3.1.1. At the first meeting of the society year the Discrimination and Harassment Policy shall be added to the agenda for reference.
- 1.3.1.2. All members shall review training videos titled "New York State of Opportunity – Sexual Harassment Prevention Training" Parts 1 and 2 and available on YouTube.

2. MEMBERSHIP

- 2.1. The officers of the society are specified by the Bylaws Article V, section 5.1.
- 2.2. The current Board membership is as follows,
 - 2.2.1. Officers: each for one-year term
 - 2.2.1.1. President
 - 2.2.1.2. President-Elect
 - 2.2.1.3. Treasurer
 - 2.2.1.4. Four (4) Vice Presidents (ROB 2.407.002.1)
 - 2.2.2. Nine (9) Directors-at-Large – elected for three-year terms in a sequence of 3-3-3. (ROB 2.200.001)
 - 2.2.3. Fifteen (15) Directors who also serve as Regional Chairs – elected for three-year terms in a sequence of 5-5-5 (ROB 2.200.001)
 - 2.2.4. The Executive Vice President is a secretary and non-voting member.

3. PRESIDENT RESPONSIBILITIES

- 3.1. Chief Executive Officer of the Society
 - 3.1.1. Presides at all meetings of the Society
 - 3.1.2. Directs staff.
 - 3.1.3. Designates council membership from Directors
- 3.2. Chair of Board of Directors and Executive Committee.
- 3.3. Designates committee membership as required by Rules of the Board.
- 3.4. Represents the Society at a variety of meetings, conferences, interviews, etc.
- 3.5. Signs certain financial instruments of the Society.
- 3.6. Appoints Representatives and Ambassadors for the presidential year as required.

4. PRESIDENT-ELECT RESPONSIBILITIES

- 4.1. Shares operating responsibilities with President
- 4.2. President-elect is the principal assistant to the President.
- 4.3. Automatically succeeds to office of President at conclusion of current President's term.(SBL 5.4)
- 4.4. Chair of Members Council
- 4.5. Chair of President-Elect Advisory Committee
- 4.6. Appoints slate of committee chairs for Presidential year as required by Rules of the Board
- 4.7. Address the Annual meeting President's Luncheon outlining plans for the year and subjects to be emphasized during the term.
- 4.8. Prepare changes for Presidential Award of Excellence (PAOE)
- 4.9. Assigns Directors to strategic opportunities. Minimum eleven, maximum fourteen.

5. OFFICER RESPONSIBILITIES

- 5.1. The officers of the Society are the President, President-Elect, Treasurer, Vice Presidents and Executive Vice President acting as Secretary (Society Bylaws Section 5.1)
- 5.2. Each officer serves as a member of the Board of Directors and Executive Committee.

5.3. Each of the President-elect, Treasurer and Vice Presidents serves as the chair or vice chair of a Council.

5.4. The Council chair or Coordinating officer shall be available for advice and assistance and shall report any problems to the President or Executive Committee. (77-06-26-07/78-02-01-15/87-06-28-19).

6. DIRECTOR RESPONSIBILITIES

6.1. Directors-at-Large and Directors and Regional Chairs serve ~~Serves~~^{JC1} ~~as a~~ members of the Board of Directors and participates in formulating recommendations concerning policies, procedures, and operation of the Society.

6.1.1. May be assigned as non-voting Board Ex Officio members (Board ExO) of one or more standing committees as described in ROB 2.200.00.04.

~~6.2.~~

~~6.2.1.~~ Shall provide support to assigned committees as noted in the Board Reference manual.

6.1.2.

~~6.2.2.~~ 6.1.3. Shall assess the committee's scope, operation and personnel and suggest changes in an annual report to the BOD and responsible Council.

6.1.4

Assist the committee in preparing recommendations to Council and present committee recommended motions to the council.

=

~~6.2.3.~~ 6.1.5. Inform Coordinating Officer of deliberations or resolutions which may affect the general policies of the Society)

~~6.2.4.~~

~~6.2.5.~~ 6.1.6. May be assigned as a voting member of one council and a member of one or more BOD subcommittees.

6.1.7

Shall attend all meetings of assigned councils and committees.

~~6.3.~~

~~6.3.1.~~ 6.1.8. BOD meetings take absolute priority.

~~6.3.2.~~ 6.1.9. Approximately equal time between appointed committees if time conflicts occur.

~~6.3.3.~~ If not able to attend a specific meeting, select ad hoc non-voting committee or council member to attend with voice and represent the director.

6.1.10

6.4.6.1.11 Assists with resolution of problems before the board.

7.7 DIRECTOR-AT-LARGE (DAL) ADDITIONAL RESPONSIBILITIES

~~7.1.7.1~~ Expected to attend CRC in region of residence and other regions as assigned by the President (79-06-24-15).

~~7.2.7.2~~ Work with Regional Chair to present Society and other pertinent information.

8.8 DIRECTOR AND REGIONAL CHAIR (DRC) ADDITIONAL RESPONSIBILITIES

~~8.1.8.1~~ Represent the Society as well as the interests of the Region in all matters of Society importance.

~~8.1.1.8.1.8~~ Directs operations for Region.

~~8.1.2.8.1.9~~ Responsibility to Region is supplementary and secondary in accordance with general corporation law and membership corporation law of New York.

~~8.2.8.2~~ Chairs the Chapters Regional Conference Committee (CRC) for the region per Society Bylaws 7.5 and is responsible for planning and conducting the CRC meeting in accordance with the Manual for Conducting Chapters Regional Conference. (91-06-23-25)

~~8.3.8.3~~ Interprets actions of the Board at meetings of the Chapters Regional Committee and chapter meetings. (10-06-30-15[6]/12-01-25-05)

~~8.4.8.4~~ Coordinate activities of Society committees with regional and chapter activities.

~~8.5.8.5~~ Communicate the purpose of the Presidential Award of Excellence (PAOE) and featured areas for the current year's award

~~8.6.8.6~~ Emphasize the necessity of student membership and chapter relations with educational institutions to interest students in professional careers within the Society's sphere of interest and in the Society.

~~8.7.8.7~~ If not able to attend a CRC meeting, appoint the Regional Vice Chair or Region Members Council representative as an alternate with voice but not vote .

~~8.8.8.8~~ Visit all chapters in the DRC's assigned region at least one time in a society year. It is acceptable to delegate a visit to a regional officer. (volume 3 6.4.1)

| ~~8.9.8.9~~ Sponsor special programs in the region. (volume 3 6.6.1)

| ~~8.10.8.10~~ Review the activities of the chapters in the region to avoid membership or affiliation with any organization where such a liaison would compromise the following: (volume 3 6.8.1)

| ~~8.10.1.1-8.10.8.1~~ Section 501c(3) of the Internal Revenue Code

| ~~8.10.1.2-8.10.8.2~~ Items listed in the Certificate of Consolidation

| ~~8.10.1.3-8.10.8.3~~ Appear to be engaged in commercial activities.

9.9 EXECUTIVE COMMITTEE RESPONSIBILITIES

9.1.9.1 Consists of the President (Chair), President-Elect, Treasurer, Vice Presidents and Secretary (SBL 7.3)

9.2.9.2 A quorum of the Executive Committee is six. The Executive Vice President (Secretary), a non-voting member, may be counted as part of this quorum. (90-02-11-03)

9.3.9.3 Between Board of Directors meetings, the Bylaws, authorize the Executive Committee to exercise administrative powers of the Board of Directors. Policy matters shall be submitted to the Board of Directors at the next meeting. (SBL 7.3)

10.10 VICE PRESIDENT RESPONSIBILITIES

10.1.10.1 The Vice Presidents, in order of seniority as members of the Society, act for the President, the President-Elect and the Treasurer in the event of their absences. (SBL Sec. 5.8)

10.2.10.2 A Vice President is an officer, a member of the Executive Committee, a member of the Board of Directors

10.3.10.3 One or more of the four Vice Presidents, as appointed, serves as a member of the Finance Committee.

10.4.10.4 One Vice President serves as chair of each council except Members Council. (ROB 2.302.001.1 and 2.303.001.1)

10.4.1.10.4.8 Each of the officers serves as Coordinating Officer (CO) to one or more committees as described in ROB 2.200.002. (07-03-25-11)

11.11 COUNCIL CHAIR (COORDINATING OFFICER) RESPONSIBILITIES

11.1.11.1 The council chair or CO shall serve in an advisory capacity and as a communicating link to the President and/or Board of Directors for the council and the committees assigned to the council chair or CO

12.12 TREASURER RESPONSIBILITIES

12.1.12.1 The Treasurer shall have custody of the funds of the Society and the Society's books of account, which shall be open to the inspection of any member of the Board of Directors. (SBL Sec. 5.6)

12.2.12.2 The Treasurer shall chair the Finance Committee. (09-01-28-26) (SBL 7.4)

12.3.12.3 The Treasurer shall be a member of the Investment Subcommittee, which shall also include the Chief Staff Officer and the Comptroller. (ROB Volume 2, Finance Committee)

~~12.4.12.4~~ The Treasurer is an officer, a member of the Executive Committee, and a member of the Board of Directors.

~~12.5.12.5~~ Signs certain financial instruments of the Society.

~~12.6.12.6~~ The Treasurer shall invest the funds of the Society in accordance with the decisions of the Investment Committee.

~~13.13~~ IMMEDIATE PAST PRESIDENT

~~13.1.13.1~~ First year after term ends - Vice Chair of the Nominating Committee.

~~13.2.13.2~~ Second year after term ends – Chair of the Nominating Committee.

~~14.14~~ PRESIDENTIAL REPRESENTATIVES (Volume 3 8.1.2)

~~14.1.14.1~~ Any full member who is in good standing may be appointed as a Presidential Representative.

~~14.2.14.2~~ The term of the representative shall coincide with the term of the president who made the appointment.

~~14.3.14.3~~ The President is responsible to define the scope or authority and purpose of the assignment.

~~14.4.14.4~~ The representative has the authority to speak and vote on behalf of ASHRAE.

~~15.15~~ AMBASSADORS

15.1 Any full member who is in good standing may be appointed as an ambassador.

15.2 The term of the representative shall coincide with the event or assigned trip.

15.3 The President is responsible to provide the ambassador a letter of introduction, credentials or materials required for the assigned event or trip.

15.4 The ambassador is responsible to provide a written report to the President.

~~16.16~~ PERMANENT BOARD SUB-COMMITTEES

16.1 DIVERSITY EQUITY AND INCLUSION SUBCOMMITTEE

16.1.1 **Scope And Purpose**

16.1.1.1 Shall serve as the coordinator of expertise in diversity, equity and inclusion from within and outside the Society membership proper, when such needs are made known to it or are otherwise apparent.

16.1.2 Membership, Composition, and Terms of Service

16.1.2.1 Members of the BOD Diversity, Equity and Inclusion Advisory Sub-Committee include voting members and may also include non-voting consultants who shall have specialized professional experience in the areas of Diversity, Equity and Inclusion.

16.1.2.2 The members of the sub-committee shall be appointed by the President-Elect.

16.1.2.3 The sub-committee shall consist of eight voting members, including a chair and one vice chair.

16.1.2.4 A maximum of 6 members of the sub-committee shall be current board members at the time of appointment, including chair and vice chair.

16.1.2.5 The term of service for voting members shall be three years.

~~16.1.2.6~~ The sub-committee shall have a maximum of two consultants. The term of service for a consultant shall be one year.

~~16.1.1~~ **Composition**

~~16.1.1.1~~ The members of the committee shall be appointed by the president elect

~~16.1.1.2~~ The committee shall consist of eight voting members including a chair and one vice chair.

~~16.1.1.3~~ A minimum of 6 members of the committee shall be current board members

~~16.1.2~~ **Term of Service**

~~16.1.3~~ The term of service for voting members shall be up to three years

17 HIGH-IMPACT GOVERNANCE

17.1 RESOLUTION ON HIGH-IMPACT GOVERNANCE

17.1.1 *Whereas* ASHRAE's long-term effectiveness and growth in a changing, challenging environment depend on the high-impact leadership of a Board that continuously answers three critical questions in a full and timely fashion. Where should ASHRAE be headed, and what should it become, over the long run? What should ASHRAE be now and in the near-term? And how is ASHRAE performing as a nonprofit corporation, both financially and programmatically?

17.1.2 *Whereas* the ASHRAE Board needs to transition itself from a body immersed in technical and operational detail to a body that focuses on governance and high-level, strategic decisions.

17.1.3 *Be it resolved that:* The ASHRAE Board of Directors affirm its commitment to high-impact governance and declare its intention to strengthen the Board's governing role and processes by making significant and timely changes to the Board committee structure and the work of the Board.





ASHRAE SIMPLIFIED RULES OF ORDER & MEETING FUNDAMENTALS

Updated by the Society Rules Committee: February 1, 2022
Approved by the ASHRAE BOD: February 2, 2022

Table of Contents

<i>Preface</i>	4
Principles of Parliamentary Procedure.....	5
Roll Call Vote.....	7
Challenging a Ruling of the Chair.....	7
Voting Rights of the Chair.....	7
Executive Session.....	7
How Motions are Classified.....	8
Table 1. Order of Precedence of Motions.....	9
The Main Motion	10
Subsidiary Motions.....	11
Postpone Indefinitely.....	11
Amend.....	11
Refer	13
Postpone to a Certain Time.....	13
Limit or Extend Limits of Debate.....	14
Previous Question (To Vote Immediately).....	14
Table (Lay on the Table)	15
Privileged Motions	15
Orders of the Day	16
Question or Point of Privilege	18
Recess.....	18
Adjourn.....	18
Fix Time to Which to Adjourn	19
Incidental Motions	19
Point of Order	20
Suspension of the Rules	20
Objection to the Consideration of a Question.....	20
Consideration by Paragraph or Seriatim.....	21

Division of the Meeting (Standing Vote)	21
Motions Related to Methods of Voting.....	21
Motions Related to Nominations	22
Requests and Inquiries.....	22
Motions That Bring a Question Again Before the Assembly.....	23
Take from the Table	24
Rescind.....	24
Reconsider.....	25
Discharge a Committee (From Further Consideration)	26
Adjournment.....	26
Meeting Fundamentals	28
Preparing for a Meeting	28
Procedures Used in Meetings	28
Quorum of Members.....	28
The Agenda	30
Debate on Motions	31
Proper Wording of a Motion	33
Determining Results of a Vote.....	33
Roll Call Vote.....	34
Challenging a Ruling of the Chair.....	34
Voting Rights of the Chair.....	35
Sample Order of Business.....	35
The Order of Business (Agenda).....	36
Call to Order	37
Adoption of the Agenda	37
Minutes.....	37
Executive Committee Minutes.....	38
Treasurer (If Pertinent)	39
Correspondence.....	39
Unfinished Business.....	39
Committee and Official Reports.....	40
New Business.....	41

Announcements.....	42
Program	42
Adjournment.....	42

Preface

The purpose of Rules of Order is to facilitate the conduct of the business of the group and to ensure an equal opportunity for all group members to contribute and participate in conducting their business.

These Rules of Order will generally follow Roberts Rules of Order but are intentionally modified for the purpose and use in ASHRAE meetings.

Meeting Fundamentals

The conduct of being the chair of a group of people and leading the meetings thereof within ASHRAE is a skill to be learned and which results in more efficient use of staff and volunteer time.

These meeting fundamentals describe common operations used in ASHRAE meetings.

Principles of Parliamentary Procedure

1. Parliamentary procedure makes it easier for people to work together effectively and helps groups accomplish their purposes. Rules of procedure assist in the conduct of a meeting, not inhibit it.
2. Before a group can conduct its business, it requires a *quorum*. The By-laws of ASHRAE, the Rules of the Board, or a Manual of Procedures of a group specify the number of members that constitute a quorum if different than a simple majority.
3. A meeting can deal with only one matter at a time. Once a motion is before a meeting, it must be adopted or rejected by a vote, or the meeting must dispose of the question in some other way before any other business can be introduced. The various kinds of motions are assigned an order of precedence ([see Table 1](#)).
4. All members have equal rights, privileges, and obligations. One of the chairperson's main responsibilities is to use the authority of the chair to ensure that all people attending a meeting are treated equally—for example, not to permit a vocal few to dominate the debates.
5. A simple majority vote decides an issue unless a higher number is required on major issues outlined in Society Bylaws or Rules of the Board. In any group, each member agrees to be governed by the vote of the majority. Parliamentary rules enable a meeting to determine the will of the majority of those attending a meeting.
6. The rights of the minority must be always protected. Although the ultimate decision rests with a majority, all members have basic rights such as the right to be heard and the right to oppose. The rights of all members—majority and minority—should be the concern of every member, as a person may be in a majority on one question, but in minority the on the next.
7. Every matter presented for decision should be discussed fully. The right of every member to speak on any issue is as important as each member's right to vote.
8. Every member has the right to understand the meaning of any question presented to a meeting, and to know what effect a decision will have. A member always has the right to request information on any motion they do not thoroughly understand. Moreover, all meetings must be characterized by fairness

and by good faith. Parliamentary strategy is the art of using procedure legitimately to support or defeat a proposal.

9. There is no need for a motion to receive a committee or task force report. The adoption of the agenda has guaranteed that the **report** will be heard as long as it is written on the agenda.

Motions brought forth through- subcommittee reports and reporting bodies do not need a second (provided the group is composed of more than one person). The chairperson moves acceptance, and a second is unnecessary because the motion is being made on behalf of the subcommittee of committee members that have already approved the motion. A second is implied by motions made from these groups as more than one member of the duly appointed¹ group (council, committee, subcommittee) agree the motion is worth discussion.

¹ duly appointed in relation to these rules is defined as formally appointed and authorized to act on behalf of and do all things for which is entitled as outlined in the ROB. Duly appointed groups often contain leadership that has been directly selected by the BOD and/or President-Elect and have been given autonomy to bring motions forward to their reporting bodies. Though a second is not needed from these groups, the groups ExO/CO, where applicable, may second the motion brought forward to solidify that the motion is worth discussion.

Roll Call Vote

A roll call vote places on the record (minutes) how each member votes. A roll call vote would only be used if it were important that each person voting be identified in the minutes of the meeting. It has the opposite effect to a *ballot vote*, which keeps each vote secret.

Roll call votes should not be used in a mass meeting or in any group whose members are not responsible to a constituency.

Challenging a Ruling of the Chair

Any ruling of the chair can be challenged, but such appeals must be made immediately after the ruling. If debate has progressed beyond the announcement of a ruling, a challenge is not in order. ASHRAE does not allow debate on such challenges.

Voting Rights of the Chair

If the presiding officer is a member of the group concerned, they have the same voting rights as any other member. The chair protects impartiality by exercising voting rights only when their vote would affect the outcome. In such cases the chair can either vote (CV) and thereby change the result or can abstain. Normal ASHRAE procedure is for the minutes to reflect that the chair did not vote (CNV). If the chair abstains, they announce the result of the vote with no mention of their own vote.

Executive Session

Discussion of an issue of sensitive, proprietary, or personal nature. Attendance is restricted to members of the body and those invited by the chair. Executive session may

be declared by the chair of by a motion approved by a majority vote.

How Motions are Classified

The order of precedence of motions. Once a motion is before a meeting, it must be adopted or rejected by a vote, or the meeting must dispose of the question in some other way before any other business can be introduced. If two motions, A and B, are related in such a way that motion B can be made while motion A is pending, motion B *takes precedence over* motion A and motion A *yields* to motion B. The order of precedence (in descending order) is presented in Table 1.

Motions are classified into five (5) groups:

1. main motions
2. subsidiary motions (Secondary Motions)
3. privileged motions (Secondary Motions)
4. incidental motions (Secondary Motions)
5. motions that bring a question again before a meeting

Motions in the second, third and fourth classes (subsidiary, privileged and incidental motions) are *secondary* motions and are in order when a main motion is being debated. They assist a meeting to deal with the main motion and take precedence over the main motion.

When a motion is on the floor, a motion of higher precedence may be proposed, but no motion of lower precedence is in order. At any given time, there can be pending only one motion of any one rank and other motions proposed during consideration of a motion can be accepted by the chair *only* if they are of higher precedence

A main motion can be made only when no other motion is pending. However, a meeting can deal with a main motion in several ways other than just passing or defeating it. These other ways are the purpose of the various secondary motions listed above.

Certain secondary motions also take precedence over others (table 1), so it is possible for more than one secondary motion to be pending at any one time (together with the main

motion). In such a case, the motion most recently accepted by the chair is the immediately pending question - it takes precedence over all the others.

A secondary motion takes precedence over a main motion; a main motion takes precedence over nothing, yielding to all secondary motions. When a secondary motion is placed before a meeting, it becomes the immediately pending question; the main motion remains pending while the secondary motion is dealt with.

The main motion, the subsidiary motions, and the privileged motions fall into a definite *order of precedence*, which gives a particular rank to each. The main motion, which does not take precedence over anything—ranks lowest. Each of the other motions has its proper position in the rank order, taking precedence over the motions that rank below and yielding to those that rank above it.

In voting, the meeting proceeds with the various motions in inverse order—the last one proposed, being of highest precedence, is the first one to be decided.

Table 1. Order of Precedence of Motions

Quick Reference					
	Must Be Seconded	Open for Discussion	Can be Amended	Vote Count Required to Pass	May Be Reconsidered or Rescinded
Adjourn (End meeting)	X			Majority	
Recess	X		X	Majority	
Table	X			Majority	
Close Discussion	X			2/3 rds	X
Limit Debate	X		X	2/3 rds	X
Postpone to a later time (##)	X	X	X	Majority	X
Refer to Committee	X	X +	X	Majority	X
Kill a Motion	X			Majority	X
Amend Motion (* #)	X	X		Majority	X
Postpone Indefinitely (**)	X	X	X	Majority	X
Main Motion	X	X	X	Majority	X

The rules are in descending order of importance. A rule higher in the table takes precedence over one lower in the table. Implication is that everything takes precedence over the main motion on the floor.

Notes:

* An amendment to an amendment is not itself amendable.

A motion to amend the agenda requires a two-thirds majority.

** Can be reconsidered only if the motion is passed.

Can be reconsidered if the group to which the matter has been referred has not started work on the matter.

+ Only as to propriety or advisability of postponing and of postponing to a certain time.

The Main Motion

A main motion brings business before a meeting. Because a meeting can consider only one subject at a time, a main motion can be made only when no other motion is pending.

A main motion must not interrupt another speaker, requires a seconder, is debatable, is lowest in rank or precedence, can be amended, cannot be applied to any other motion, may be reconsidered, and requires a majority vote.

When a main motion has been stated by one member, seconded by another member, and repeated for the meeting by the chair, the meeting cannot consider any other business until that motion has been disposed of, or until some other motion of higher precedence has been proposed, seconded, and accepted by the chair.

Unless the main motion is very short and simple, the mover should provide it in writing to the secretary.

When a motion has been made by a member and seconded by another, it becomes the property of the meeting. The mover and seconder cannot withdraw the motion unless the meeting agrees.

Usually, the chair would ask if the meeting objects to the motion's being withdrawn. If

no one objects, the chair will announce: “The motion is withdrawn.”

Subsidiary Motions

Subsidiary motions assist a meeting in treating or disposing of a main motion (and sometimes other motions). **Each of the motions takes precedence over the main motion and any or all the motions listed before it.**

The seven subsidiary motions in ascending order of rank (see Table 1) are:

1. postpone indefinitely
2. amend
3. refer
4. postpone to a certain time
5. limit or extend limits of debate
6. previous question
7. table

Postpone Indefinitely

Despite its name, **this motion is not one to postpone, but one to suppress or kill a pending main motion.**

If an embarrassing main motion is brought before a meeting, a member can propose to dispose of the question (without bringing it to a direct vote) by moving to postpone indefinitely. Such a motion can be made at any time except when a speaker has the floor. If passed, the motion kills the matter under consideration.

It requires a seconder, may be debated (including debate on the main motion), cannot be amended, can be reconsidered only if the motion is passed, and requires a majority vote. (See also “Postpone to a Certain Time”.)

Amend

An *amendment* is a motion to change, to add words to, or to omit words from, an original motion. The change is usually to clarify or improve the wording of the original motion and must, of course, be germane to that motion.

An amendment cannot interrupt another speaker, must be seconded, is debatable if the motion to be amended is debatable, may itself be amended by an *amendment to the amendment*, can be reconsidered, and requires a majority vote, even if the motion to be amended requires a two-thirds vote to be adopted.

The chair should allow full discussion of the amendment (being careful to restrict debate to the amendment, not the original motion) and should then have a vote taken on the amendment only, making sure the members know they are voting on the amendment, but not on the original motion.

If the amendment is defeated, another amendment may be proposed, or discussion will proceed on the original motion.

If the amendment carries, the meeting does not necessarily vote immediately on the “motion as amended.” Because the discussion of the principle of the original motion was not permitted during debate on the amendment, there may be members who want to speak now on the issue raised in the original motion.

Other amendments may also be proposed, provided that they do not alter or nullify the amendments already passed. Finally, the meeting will vote on the “motion as amended” or, if all amendments are defeated, on the original motion.

An amendment to an amendment is a motion to change, to add words to, or omit words from, the first amendment. The rules for an amendment (above) apply here, except that the amendment to an amendment is not itself amendable and that it takes precedence over the first amendment.

Debate proceeds and a vote is taken on the amendment to the amendment, then on the first amendment, and finally on the original motion (“as amended,” if the amendment has been carried). Only one amendment to an amendment is permissible.

Sometimes a main motion is worded poorly, and several amendments may be presented to improve the wording. In such cases it is sometimes better to have a substitute motion rather than to try to solve the wording problem with amendments.

An individual (or a group of two or three) can be asked to prepare a substitute wording for the original motion. If there is unanimous agreement, the meeting can agree to the withdrawal of the original motion (together with any amendments passed or pending) and the substitution of the new motion for debate.

Refer

When it is obvious that a meeting does not have enough information to make a wise decision, or when it seems advisable to have a small group work out details that would take too much time in a large meeting, a member may move: “That the question be referred to the _____ committee” (or “to a committee”—not named).

A motion to refer cannot interrupt another speaker, must be seconded, is debatable only as to the propriety or advisability of referral, can be amended, can be reconsidered if the group to which the question has been referred has not begun work on the matter, and requires a majority vote.

If a motion to refer is passed, the committee to which the matter is referred should report on the question at a subsequent meeting. Sometimes the motion to refer will state the time at which a report will be required.

Postpone to a Certain Time

If a meeting prefers to consider a main motion later in the same meeting or at a subsequent one, it can move to postpone a motion to a certain time, which is specified in the motion to postpone. Such a motion can be moved regardless of how much debate there has been on the motion it proposes to postpone. A motion may be postponed to a specific time or until after some other item of business has been dealt with.

When the time to which a motion has been postponed has arrived, the chairperson should state the postponed motion to the meeting for its consideration immediately. If another item of business is being discussed at that time, the chairperson should present the postponed motion immediately after the other business has been concluded. If the meeting, in postponing the original motion has instructed that it be given priority at the time to which it has been postponed (that is, issued a “special order”), the postponed motion interrupts any item of business on the floor at that time. For this reason, any “special order” requires a two-thirds majority vote.

A motion to postpone to a definite time may not interrupt another speaker, must be seconded, is debatable only as to the propriety or advisability of postponing and of postponing to the time, can be amended, can be reconsidered, and requires a majority

vote if the postponement is to a subsequent meeting.

However, if the postponement is to a later time in the same meeting, the effect is to amend the agenda of that meeting, and the motion therefore requires a two-thirds majority vote.

Limit or Extend Limits of Debate

A motion to limit debate changes the normal rules of debate. It could, for example, limit the time of the whole debate (such as, “I move that debate on this motion be limited to 15 minutes”), or it might limit the time taken by each speaker (“I move that debate on this motion be limited to two (2) minutes per speaker”).

A motion to extend debate permits greater participation and time than usual.

A motion to limit or extend the time of debate (on one matter or for the entire meeting) may not interrupt a speaker, must be seconded, is not debatable, can be amended, can be reconsidered, and requires a two-thirds majority vote.

Previous Question (To Vote Immediately)

This is a tactic to close debate on a question. It is usually made at a time when the debate has been long and repetitious. A member rises and says: “I move that the question be now put.”

A motion to put the previous question (that is, to vote immediately on the motion being debated) cannot interrupt another speaker, must be seconded, is not debatable, and is not amendable, and requires a two-thirds majority vote.

This requirement is important in protecting the democratic process. Without it, a momentary majority of only one vote could deny to the other members all opportunity to discuss any measure the “majority” wanted to adopt or to defeat. Such a motion can be reconsidered, but if the vote was affirmative, it can be reconsidered only before any vote has been taken under it—that is, only before the previous question has been put.

A motion to put the previous question has precedence over all other motions listed in this section except the motion to table (see next subsection). If the motion to put the question passes, the chair immediately proceeds to call a vote on the question that was

being debated. This means *that the mover of the motion loses their right to close debate*. If the motion is defeated, debate on the motion before the meeting continues as if there had been no interruption.

The motion to put the previous question is the only proper method of securing an immediate vote. Members who call, "Question!" in an attempt to get the chairperson to call the question immediately should be ruled out of order. The only situation in which members may properly call, "Question!" is in reply to the chairperson when the chair asks the meeting, "Are you ready for the question?"

Table (Lay on the Table)

Sometimes a meeting wants to lay a main motion aside temporarily without setting a time for resuming its consideration but with the provision that the motion can be taken up again whenever the majority so decides. This is accomplished by a motion to table or to lay on the table.

The motion has the effect of delaying action on a main motion. If a subsequent meeting does not lift the question from the table, the effect of the motion to table is to prevent action from being taken on the main motion. Indeed, rather than either pass or defeat a motion, a meeting will sometimes choose to "bury" it by tabling.

No motion or motions can be laid on the table apart from motions which adhere to them, or to which they adhere; and if any one of them is laid on the table, all such motions go to the table together. For example, a main motion may have been made and an amendment proposed to it. The proposed amendment "adheres" to the main motion. If the meeting wants to table either of the motions, it must table both of them. In this example, if the meeting did not like the proposed amendment, but wanted to deal with the main motion, the correct procedure would be not to table, but to defeat the amendment. Debate could then resume on the main motion.

A motion to table may not interrupt another speaker, must be seconded, is not debatable, is not amendable, may not be reconsidered, and requires a majority vote.

Privileged Motions

Unlike either subsidiary or incidental motions, *privileged* motions do not relate to the

pending business, but have to do with special matters of immediate and overriding importance that, without debate, should be allowed to interrupt the consideration of anything else.

Privileged motions are listed below in ascending order of rank. Each of the succeeding motions takes precedence over the main motion, any subsidiary motions, and any or all the privileged motions listed before it.

The five (5) privileged motions are:

1. orders of the day
2. question (point) of privilege
3. recess
4. adjourn
5. fix time to which to adjourn.

The five (5) privileged motions fit into an order of precedence. All of them take precedence over motions of any other class (except when the immediately pending question may be a motion to amend or a motion to put the previous question).

Orders of the Day

The *orders of the day* means the agenda or the order of business. If the order of business is not being followed, or if consideration of a question has been set for the present time and is therefore now in order, but the matter is not being taken up, a member may call for the orders of the day, and can thereby require the order of business to be followed, unless the meeting decides by a two-thirds vote to set the orders of the day aside.

Such a motion can interrupt another speaker, does not require a seconder, is not debatable, is not amendable, and cannot be reconsidered.

If the chair admits that the order of business has been violated and returns to the correct order, no vote is required. If the chair maintains that the order of business has not been violated, their ruling stands unless a member challenges the ruling. A motion to sustain the chair is decided by a simple majority vote.

Sometimes the chair will admit that the agenda has been violated but will rule that the

debate will continue on the matter before the meeting. In such a case, a vote must be taken and the chair needs a two-thirds majority to sustain the ruling. The effect of such a vote is to set aside the orders of the day, i.e., amend the agenda, a move that requires a two-thirds majority vote.

Calls for orders of the day are not in order in a committee of the whole. The orders of the day—that is, the agenda items to be discussed, are either *special orders* or *general orders*.

A *special order* specifies a time for the item, usually by postponement. Any rules interfering with its consideration at the specified time are suspended. The four (4) exceptions are rules relating to:

- (1) adjournment or recess,
- (2) questions of privilege,
- (3) special orders made before this special order was made, and
- (4) a question that has been assigned priority over all other business at a meeting by being made *the* special order for the meeting.

A special order for a particular time therefore interrupts any business that is pending when that time arrives. Because a special order has the effect of suspending any interfering rules, making an item a special order requires a two-thirds vote, except where such action is included in the adoption of the agenda.

A *general order* is any question that has been made an order of the day (placed on the agenda) without being made a special order.

When a time is assigned to a particular subject on an agenda, either at the time the agenda is adopted, or by an agenda amendment later, the subject is made a special order. When the assigned time for taking up the topic arrives, the chairperson should announce that fact, then put to a vote any pending questions without allowing further debate, unless someone immediately moves to lay the question on the table, postpone it or refer it to a committee. Any of those three (3) motions is likewise put to a vote without debate.

Also permissible is a motion to extend the time for considering the pending question. Although an extension of time is sometimes undesirable and may be unfair to the next topic on the agenda, it is sometimes necessary. The motion requires a two-thirds majority to pass (in effect, it amends the agenda), and is put without debate.

As soon as any pending motions have been decided, the meeting proceeds to the topic of the special order.

Question or Point of Privilege

If a situation is affecting the comfort, convenience, integrity, rights or privileges of a meeting or of an individual member (for example, noise, inadequate ventilation, introduction of a confidential subject in the presence of guests, etc.), **a member can raise a point of privilege, which permits that person to interrupt pending business to make an urgent statement, request or motion. If a motion is made, it must be seconded. The motion might also concern the reputation of a member, a group of members, the assembly, or the organization as a whole.**

If the matter is not simple enough to be taken care of informally, the chair rules as to whether it is admitted as a question of privilege and whether it requires consideration before the pending business is resumed. A point of privilege may also be used to seek permission of the meeting to present a motion of an urgent nature.

Recess

A member can propose a short intermission in a meeting, even while business is pending, by moving to recess for a specified length of time.

A motion to take a recess may not interrupt another speaker, must be seconded, is not debatable, can be amended (for example, to change the length of the recess), cannot be reconsidered, and requires a majority vote.

Adjourn

A member can propose to close the meeting entirely by moving to adjourn. This motion can be made and the meeting can adjourn even while business is pending, providing that the time for the next meeting is established by a rule of the group or has been set by the meeting. In such a case, unfinished business is carried over to the next meeting.

A motion to adjourn may not interrupt another speaker, must be seconded, is not debatable, is not amendable, cannot be reconsidered, and requires a majority vote.

If the motion to adjourn has been made, but important matters remain for discussion, the chair may request that the motion to adjourn be withdrawn. A motion can be withdrawn only with the consent of the meeting.

The motions to recess and to adjourn have quite different purposes. The motion to recess suspends the meeting until a later time; the motion to adjourn terminates the meeting. **The motion to adjourn should, however, be followed by a declaration from the chairperson that the meeting is adjourned.**

Fix Time to Which to Adjourn

This is the highest-ranking of all motions. Under certain conditions while business is pending, a meeting—before adjourning or postponing the business—may wish to fix a date, an hour, and sometimes the place, for another meeting or for another meeting before the next regular meeting. A motion *to fix the time to which to adjourn* can be made even while a matter is pending, unless another meeting is already scheduled for the same or the next day.

The usual form is: “I move that the meeting adjourn to Thursday, October 23, at 19:30 at ___”

The motion may not interrupt a speaker, must be seconded, is not debatable, is amendable (for example, to change the time and/or place of the next meeting), can be reconsidered, and requires a majority vote.

Incidental Motions

These motions are incidental to the motions or matters out of which they arise. **Because they arise incidentally out of the immediately pending business, they must be decided immediately, before business can proceed.** Most incidental motions are not debatable.

Because incidental motions must be decided immediately, they do not have an order or precedence. An incidental motion is in order only when it is legitimately incidental to another pending motion or when it is legitimately incidental in some other way to business at hand. It then takes precedence over any other motions that are pending—that is, it must be decided immediately.

The eight (8) most common incidental motions are:

1. point of order
2. suspension of the rules

3. objection to consideration
4. consideration seriatim
5. division of the meeting
6. motions related to methods of voting
7. motions related to nominations
8. requests and inquiries

Point of Order

This motion permits a member to draw the chair's attention to what they believe to be an error in procedure or a lack of decorum in debate. The member will rise and say: "I rise to a point of order," or simply "Point of order." The chair should recognize the member, who will then state the point of order. The effect is to require the chair to make an immediate ruling on the question involved. The chair will usually give their reasons for making the ruling. If the ruling is thought to be wrong, the chair can be challenged.

A point of order can interrupt another speaker, does not require a seconder, is not debatable, is not amendable, and cannot be reconsidered.

Suspension of the Rules

Sometimes a meeting wants to take an action but is prevented from doing so by one or more of its rules of procedure. In such cases the meeting may vote (two-thirds majority required) to suspend the rules that are preventing the meeting from taking the action it wants to take.

Such a motion cannot interrupt a speaker, must be seconded, is not debatable, is not amendable, cannot be reconsidered and requires a two-thirds majority.

Please note that only rules of procedure can be suspended. A meeting may not suspend requirements of By-laws. After the meeting has taken the action, it wants to take, the rules that were suspended come into force again automatically.

Objection to the Consideration of a Question

If a member believes that it would be harmful for a meeting even to discuss a main motion, that person can raise an *objection to the consideration of the question*; provided

debate on the main motion has not begun or any subsidiary motion has not been stated.

The motion can be made when another member has been assigned the floor, but only if debate has not begun or a subsidiary motion has not been accepted by the chair. A member rises, even if another has been assigned the floor, and without waiting to be recognized, says, “Chair, I object to the consideration of the question (or resolution or motion, etc.).” **The motion does not need a seconder, is not debatable, and is not amendable.**

The chair responds, “The consideration of the question is objected to. Shall the question be considered?”

A two-thirds vote against consideration sustains the member’s objection. The two-thirds vote is required because the decision in effect amends the agenda. The motion can be reconsidered, but only if the objection has been sustained.

Consideration by Paragraph or Seriatim

If a main motion contains several paragraphs or sections that, although not separate questions, could be most efficiently handled by opening the paragraphs or sections to amendment one at a time (before the whole is finally voted on), a member can propose a motion *to consider by paragraph or seriatim*.

Such a motion may not interrupt another speaker, must be seconded, is not debatable, is amendable, cannot be reconsidered, and requires a majority vote.

Division of the Meeting (Standing Vote)

If a member doubts the accuracy of the chair’s announcement of the results of a vote by show of hands, that member can demand a division of the meeting— that is, a standing vote.

Such a demand can interrupt the speaker, does not require a seconder, is not debatable, is not amendable, and cannot be reconsidered. No vote is taken; the demand of a single member compels the standing vote.

Motions Related to Methods of Voting

A member can move that a vote be taken by roll call, by ballot or that the standing votes

be counted if a division of the meeting appears to be inconclusive and the chair neglects to order a count.

Such motions may not interrupt another speaker, must be seconded, are not debatable, are amendable, can be reconsidered, and require majority votes.

Motions Related to Nominations

If the Bylaws or rules of the group do not prescribe how nominations are to be made and if a meeting has taken no action to do so prior to an election, any member can move while the election is pending to specify one of various methods by which candidates shall be nominated or, if the need arises, to close nominations or to re-open them.

Such motions may not interrupt another speaker, must be seconded, are not debatable, are amendable, can be reconsidered, and require majority votes.

The ASHRAE Nominating Committee has detailed rules on how their voting occurs internally as it relates to determining official nominees for Society leadership positions. This often include ballot voting procedures whereby the votes cast are confidential.

The ASHRAE By-laws specifies that certain actions of the Board of Directors require a 2/3 majority vote, such as when proposing revisions to the By-laws which are then subject to approval of the membership of the Society.

Requests and Inquiries

- a. *Parliamentary Inquiry* —a request for the chair’s opinion (not a ruling) on a matter of parliamentary procedure as it relates to the business at hand.
- b. *Point of Information* —a question about facts affecting the business at hand, directed to the chair or, through the chair, to a member.
- c. *Request for Permission to Withdraw or Modify a Motion.* Although Robert’s Rules of Order specify that until a motion has been accepted by the chair it is the property of the mover, who can withdraw it or modify it as they choose. A common practice is that once the agenda has been adopted, the items on it become the property of the meeting. A person may not,

therefore, withdraw a motion unilaterally; they may do so only with the consent of the meeting, which has adopted an agenda indicating that the motion is to be debated.

Similarly, a person cannot, without the consent of the meeting, change the wording of any motion that has been given ahead of time to those attending the meeting—for example, distributed in printed form in advance, printed on the agenda, a motion of which notice has been given at a previous meeting, etc.

The usual way in which consent of a meeting to withdraw a motion is obtained is for the mover to ask the consent of the meeting to withdraw (or change the wording). If no one objects, the chairperson announces that there being no objections, that the motion is withdrawn or that the modified wording is the motion to be debated.

If anyone objects, the chair can put a motion permitting the member to withdraw (or modify) or any two members may move and second that permission be granted. A majority vote decides the question of modifying a motion—similar to amending the motion. A two-thirds majority is needed for permission to withdraw a motion, as this has the effect of amending the agenda.

- d. *Request to Read Papers.*
- e. *Request to be Excused from a Duty.*
- f. *Request for Any Other Privilege.*

The first two types of inquiry are responded to by the chair, or by a member at the direction of the chair; the other requests can be granted only by the meeting.

Motions That Bring a Question Again Before the Assembly

There are four (4) motions that can bring business back to a meeting. Which are:

1. Take from the Table
2. Rescind
3. Reconsider, and

4. Discharge a committee

The order in which the four (4) motions are listed are no relation to the order of precedence of motions.

Take from the Table

Before a meeting can consider a matter that has been tabled, a member must move: “That the question concerning ‘ _____ ’ be taken from the table.”

Such a motion may not interrupt another speaker, must be seconded, is not debatable, is not amendable, cannot be reconsidered, and requires a majority vote.

If a motion to take from the tables passes, the meeting resumes debate on the original question (or on any amendments to it). If considerable time has elapsed since the matter was tabled, it is often helpful for the first speaker to review the previous debate before proceeding to make any new points.

Rescind

A meeting, like an individual, has a right to change its mind. There are two ways a meeting can do so—rescind or reconsider.

A motion to rescind means a proposal to cancel or annul an earlier decision. A motion to reconsider, if passed, enables a meeting to debate again the earlier motion and eventually vote again on it. However, a motion to rescind, if passed, cancels the earlier motion, and makes it possible for a new motion to be placed before the meeting.

Another form of the same motion—a motion to *amend something previously adopted*—can be proposed to modify only a part of the wording or text previously adopted, or to substitute a different version.

Such motions cannot interrupt another speaker, must be seconded, are debatable, and are amendable.

Because such motions would change action already taken by the meeting, they require:

- **a two-thirds vote**, or
- a majority vote when notice of intent to make the motion has been given at the previous meeting or in the call of the present meeting, or

Guiding Principles:

- Quorum is required before business can be conducted.
- Everyone has the right to participate in discussion if they wish before anyone may speak a second time.
- Everyone has the right to know what is going on at all times. Only urgent matters may interrupt a speaker.
- Only one thing (motion) can be discussed at a time.

A **motion** is the topic under discussion (e.g., “I move that we add a coffee break to this meeting”). After being recognized by the president of the board, any member can introduce a motion when no other motion is on the table. A motion requires a second to be considered unless they are brought forth by a subcommittee or reporting body where a second is implied. If a matter is brought forward by only one member, and if there is no second, the matter is not considered. Each motion must be disposed of (passed, defeated, tabled, referred to committee, or postponed indefinitely).

How to do things:

You want to bring up a new idea before the group.

After recognition by the president of the board, present your motion. A second is required for the motion to go to the floor for discussion, or consideration.

You want to change some of the wording in a motion under discussion. After recognition by the president of the board, move to amend by

- adding words,
- striking words or
- striking and inserting words.

You like the idea of a motion being discussed, but you need to reword it beyond simple word changes.

Move to substitute your motion for the original motion. If it is seconded, discussion will continue on both motions and eventually the body will vote on which motion they prefer.

You want more study and/or investigation given to the idea being discussed. Move to refer to a committee. Try to be specific as to the charge to the committee.

You want more time personally to study the proposal being discussed. Move to postpone to a definite time or date.

You are tired of the current discussion.

Move to limit debate to a set period of time or to a set number of speakers. Requires a 2/3rds vote.

You have heard enough discussion.

Move to close the debate. Also referred to as calling the question. This cuts off discussion and brings the assembly to a vote on the pending question only. Requires a 2/3rds vote.

You want to postpone a motion until some later time.

Move to table the motion. The motion may be taken from the table after 1 item of business has been conducted. If the motion is not taken from the table by the end of the next meeting, it is dead. To kill a motion at the time it is tabled requires a 2/3rds vote. A majority is required to table a motion without killing it.

You believe the discussion has drifted away from the agenda and want to bring it back. “Call for orders of the day.”

You want to take a short break.

Move to recess for a set period of time.

You want to end the meeting.

ASHRAE Simplified Rules of Order – Quick Reference

Move to adjourn.

You are unsure the president of the board announced the results of a vote correctly. Without being recognized, call for a “division of the house.” A roll call vote will then be taken.

You are confused about a procedure being used and want clarification.

Without recognition, call for "Point of Information" or "Point of Parliamentary Inquiry." The president of the board will ask you to state your question and will attempt to clarify the situation.

You have changed your mind about something that was voted on earlier in the meeting for which you were on the winning side.

Move to reconsider. If the majority agrees, the motion comes back on the floor as though the vote had not occurred.

You want to change an action voted on at an earlier meeting.

Move to rescind. If previous written notice is given, a simple majority is required. If no notice is given, a 2/3^{rds} vote is required.

Executive Session.

Discussion of an issue of sensitive, proprietary or personal in nature.

Unanimous Consent:

If a matter is considered relatively minor or opposition is not expected, a call for unanimous consent may be requested. If the request is made by others, the president of the board will repeat the request and then pause for objections. If none are heard, the motion passes.

- You may INTERRUPT a speaker for these reasons only:**

- to get information about business –point of information to get information about rules– parliamentary inquiry
- if you can't hear, safety reasons, comfort, etc. –question of privilege
- if you see a breach of the rules –point of order
- if you disagree with the president of the board's ruling –appeal
- if you disagree with a call for Unanimous Consent –object

Order of Precedence of Motions

The rules are in descending order of importance. A rule higher in the table takes precedence over one lower in the table. Implication is that everything takes precedence over the main motion on the floor.

Rule	Must Be Seconded	Open for Discussion	Can be Amended	Vote Count Required to Pass	May Be Reconsidered or Rescinded
Adjourn (End meeting)	X			Majority	
Recess	X		X	Majority	
Table	X			Majority	
Close Discussion	X			2/3 ^{rds}	X
Limit Debate	X		X	2/3 ^{rds}	X
Postpone to a later time (##)	X	X	X	Majority	X
Refer to Committee	X	X-(+)	X	Majority	X
Kill a Motion	X			Majority	X
Amend Motion (* #)	X	X		Majority	X
Postpone Indefinitely (**)	X	X	X	Majority	X
Main Motion <i>(brought forward by one member of the body)</i>	X	X	X	Majority	X
Subcommittee/ Reporting Body Motion <i>(exception to the order of precedence unless made as a main motion)</i>		X	X	Majority	X

(#, ##, *, **,+) See full Rules of Order for explanation of symbols

2.417 PRESIDENT-ELECT ADVISORY COMMITTEE

2.417.001 SCOPE AND PURPOSE

The scope of the President-Elect Advisory Committee is to advise and assist the President-Elect in planning and integration of the strategic plan into all elements of ASHRAE [including their presidential message](#).

2.417.002 MEMBERSHIP

2.417.002.1 Composition (16-06-29-03/15-01-28-19)

This committee shall consist of nine (9) voting members, including the President-Elect ~~who is the chair~~, the Treasurer ~~who is the vice chair~~, and seven (7) appointed members.

[A Chair and Vice Chair shall be selected from the nine \(9\) voting members.](#)

The Executive Vice President shall sit on the committee as a nonvoting member.

2.417.002.2 Qualifications (15-01-28-19)

Members to serve at the pleasure of the President-Elect for the one-year term of the committee.

2.417.002.3 Term of Service (15-01-28-19/95-06-25-3A)

Service on this committee is for the term for which the members have been appointed.

2.417.003 OPERATION (15-01-28-19)

This committee shall review the work of the Society in meeting objectives of the Strategic Plan and shall make recommendations to the President-Elect in the operation of the Society.

APPENDIX I: Recommended Revisions to the ASHRAE Structure

1. Create a new supervisory level, call a *DISTRICT*, consisting of a minimum two (2), and a maximum of four (4) regions.
2. The Director and Regional Chair (DRC) role for their region and the Regional Members' Council Representative (RMCR) role shall be merged into a new role which shall be defined as Regional Chair (RC).
3. The RC shall manage the region as currently defined in Section 4.5 of the Manual of Procedures for Officers and Directors.
4. The RC will serve on Members Council as currently defined under the RMCR Roles in Section 2.301 of the Rules of the Board.
5. The RC shall be a regional elected position by members of the regions they serve.
6. Each region shall nominate an Assistant Regional Chair (ARC) to assist the RC in executing their duties.
7. The ARC shall be a presidential appointed position; similar to the RVC positions.
8. A District will be chaired by a District Director (DD), who will be a member of the ASHRAE Board of Directors.
9. All current Director roles and responsibilities, as described in Article 4.2 and 4.3 of the Manual of Procedures for Officers and Directors shall be performed by the DD
10. The District Leadership shall consist of the District Director, Regional Chairs, and Assistant Regional Chairs of all regions within the district boundaries.
11. Board of Directors
 - a. The Board of Directors shall consist of the following individuals:
 - i. President
 - ii. President Elect
 - iii. Treasurer
 - iv. Four Vice Presidents
 - v. One Director from each District
 - vi. Six Society Directors at Large
 - vii. Executive Vice President (NVM)
12. Members Council
 - a. The members of the council who are not Regional Chairs or current Chairs of the committees reporting to the council shall be elected by the Board of Directors. The Regional Chairs and Chairs of the committees reporting to the council shall be appointed as currently stipulated in the Rules of the Board.
 - b. The members of the council shall be as follows:
 - i. Chair: President-Elect of the Society (V)
 - ii. Vice-Chair: Treasurer of the Society (V)
 - iii. The Regional Chair from each Region of the Society (V)
 - iv. One (1) past member of the Board of Directors (V)
 - v. Current Chair of the following committees:
 - Chapter Technology Transfer, (V)
 - Communications, (V)

- Conferences & Exposition, (V)
 - Government Affairs, (V)
 - Honors & Awards, (V)
 - Membership Promotion, (V)
 - Research Promotion, (V)
 - Student Activities, (V)
 - Young Engineers in ASHRAE. (V)
- vi. Four (4) Society Board Directors (NV)
- c. The Vice Chair of the council shall be the liaison to the Finance Committee.
- d. The past BOD member on the council shall be the liaison to the Planning Committee.

13. Publishing and Education Council

- a. The members of the council who are not current Chairs of the committees reporting to the council shall be elected by the Board of Directors. The Chairs of the committees reporting to the Council shall be appointed as currently stipulated in the Rules of the Board.
- b. The members of the council shall be as follows:
- i. Chair: A Vice President of the Society (V)
 - ii. Vice-Chair: A Vice President of the Society (V)
 - iii. Two (2) members in good standing who have served as a chair of a standing committee or have served as a Regional Chair. (V)
 - iv. One past member of the Board of Directors (V)
 - v. One past voting member from each of the following committees:
 - Certification, (V)
 - Training and Education, (V)
 - Handbook, (V)
 - Publications, (V)
 - Historical. (V)
 - vi. Current Chair of the following committees:
 - Certification, (V)
 - Training and Education, (V)
 - Handbook, (V)
 - Publications, (V)
 - Historical. (V)
 - vii. Current Vice-Chair of the following committees:
 - Certification, (NV)
 - Training and Education, (NV)
 - Handbook, (NV)
 - Publications, (NV)
 - Historical. (NV)
 - viii. Four (4) Society Board Directors (NV)
- c. The Chair of the council shall be the liaison to the Finance Committee.
- d. The Vice Chair shall be the liaison to the Planning Committee.

14. Technology Council

- a. The members of the council who are not current Chairs of the committees reporting to the Council shall be elected by the Board of Directors. The Chairs of the committees reporting to the Council shall be appointed as currently stipulated in the Rules of the Board.
 - b. The members of the council shall be as follows:
 - i. Chair: A Vice President of the Society (V)
 - ii. Vice-Chair: A Vice President of the Society (V)
 - iii. Two (2) members in good standing who have served as a chair of a standing committee and has served at least four (4) years as a voting member of a TC, SPC, SSPC, GPC, and/or MTG, or have served as a Regional Chair and has served at least four (4) years as a voting member of a TC, SPC, SSPC, GPC, and/or MTG. (V)
 - iv. One past member of the Board of Directors (V)
 - v. One past voting member from each of the following committees:
 - Research Administration (V),
 - Standards (V),
 - Technical Activities, (V)
 - Refrigeration, (V)
 - Environmental Health(V)
 - Residential Buildings. (V)
 - vi. Current Chair of the following committees:
 - Research Administration, (V)
 - Standards, (V)
 - Technical Activities, (V)
 - Refrigeration, (V)
 - Environmental Health(V)
 - Residential Buildings. (V)
 - vii. Current Vice-Chair of the following committees:
 - Research Administration, (NV)
 - Standards, (NV)
 - Technical Activities, (NV)
 - Refrigeration, (NV)
 - Environmental Health (NV)
 - Residential Buildings. (NV)
 - viii. Four (4) Society Board Directors (NV)
 - c. The Chair of the council shall be the liaison to the Finance Committee.
 - d. The Vice Chair shall be the liaison to the Planning Committee.
15. Upon adoption by ASHRAE membership, create a Society Transition Committee to manage the transition process. At a minimum, the committee shall consist of members of the Board of Directors and members of Members Council.



SY22-23, Goals

Securing our Future
2022-2023



Powers of the Board

Section 4.4 Powers. The Board of Directors shall have full and complete management and control of the activities and funds of the Society and may adopt such rules and regulations for the conduct of its meetings, the exercise of its powers, and the management of the affairs of the Society as it may deem proper, subject to the provisions of the laws of the State of New York, the Certificate of Consolidation and these Bylaws.



2.200.009 BOARD GOVERNANCE (08-06-22-04)

2.200.009.1 The Board of Directors adopts the following resolution committing itself to assuming a high impact governing role:

2.200.009.2 Whereas, ASHRAE's long-term effectiveness and growth in a changing, challenging environment depend on the high-impact leadership of a Board that continuously answers three critical questions in a full and timely fashion: Where should ASHRAE be headed, and what should it become, over the long run? What should ASHRAE be now and in the near-term? And how is ASHRAE performing as a nonprofit corporation, both financially and programmatically?

2.200.009.3 Whereas, the ASHRAE Board needs to transition itself from a body immersed in technical and operational detail to a body that focuses on governance and high-level strategic decisions.

2.200.009.4 **Be it resolved that:**

The ASHRAE Board of Directors affirms its commitment to high-impact governance and declares its intention to strengthen the Board's governing role and processes by making significant and timely changes to the BOD committee structure and the work of the board.



Presidential Initiatives Categories



17 Initiatives



What can the BOD do to fulfill that vision?





Scope of Work for Society Streamlining SC

Consider the following questions:

1. Who should report to the Board?
2. How many Councils should ASHRAE have?
3. Should we place committees in clusters to reduce the number of reports to the Councils?
4. Does the committee structure of Technology Council need amendment with reference to TC's.
5. Should ExCom exist?
6. Review ASHRAE processes to streamline reducing time and increasing efficiency



Members of Society Streamlining SC

1. **Sarah Maston – Chair**
 2. **Andres Sepulveda – Vice Chair**
 3. James Arnold– Member
 4. John Constantinide– Member
 5. Eileen Jensen – Member
 6. Richie Mittal – Member
 7. Tyler Glesne – Member
 8. Chris Gray – Member
- **Tim Wentz – Consultant**
 - **Staff Representative - Kim Mitchell (to be confirmed)**



Scope of Works for Financial Focus SC



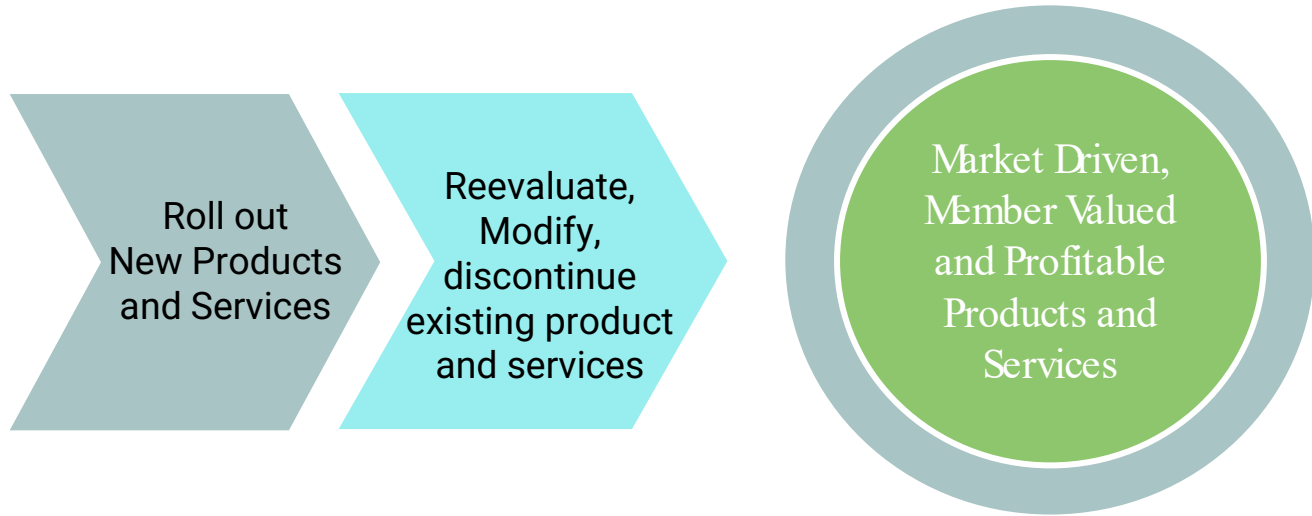


Members of Financial Focus SC

1. **Dennis Knight – Chair**
 2. **Art Geisler– Vice Chair**
 3. Chen Wei Leong– Member
 4. Brian Holcomb– Member
 5. Steven Sill– Member
 6. Wade Conlan– Member
 7. Mark Tome – Member
- **Hugh Crowther - Consultant**
 - **Staff Representative – Craig Wright (to be confirmed)**



Scope of Works Strategic Business Development SC





Members of Strategic Business Development SC

1. **Dunstan Macauley – Chair**
 2. **Blake Ellis – Vice Chair**
 3. Ron Gagnon – Member
 4. Randy Schregengost – Member
 5. Ken Fulk – Member
 6. Luke Leung – Member
 7. Dru Crawley – Member
 8. Chris Gray – Member
- **Jeff Littleton - Consultant**
 - **Mark Owen – Staff Representative**



“Champions Club”

The 17 Initiatives in 6 categories promised in the Society Theme must be implemented. They have been assigned to various bodies and individuals within ASHRAE.

The “Champions Club” has been appointed and charged with tracking implementation and reporting status.

Progress will be reported to the members through a Presidential Newsletter

Going Forward

Time will be allocated at board meetings for each subcommittee including our permanent DEI subcommittee to present and interact with the full board. At the August meeting of the board all four subcommittees will be required to present their action plans for accomplishing their work.



Let's Get Started

Our members are counting on us to lead. We have a lot to do.

THANK YOU FOR YOUR PASSION AND LEADERSHIP



ASHRAE Brand Recognition

formerly known as

“ASHRAE As Household Name”

Committee

- Dr. Kishor Khankari, Chair
- Mr Wade Conlan
- Mr Kenneth Fulk
- Mr Arthur Giesler
- Mr Tyler Glesne
- Dr. Chris Gray
- Mr Ashish Rakheja



Task

- Establish recommendations for next steps to “Increase ASHRAE Brand Recognition (formerly known as household name)” as well as where in the present ASHRAE structure these actions could take place”.



What is “Brand Recognition”?

- Household Name = ASHRAE Brand Recognition
- Be recognized as the single most reputable and reliable resource for issues related to the HVAC & R Industry by the general public and/or agencies in the built environment.
- Making ASHRAE a “household name” is about how often someone interacts with our name or brand. This could be how often they hear it on the news, see the logo, use the resources, etc.



Why ASHRAE Board Should Consider This?

- New revenue sources through branding
- New membership potential
- New product development paths
- Enable fundraising from institutional grants based on global impacts



Recommendations

- Assign appropriate groups to investigate ASHRAE logo branding on items/equipment which are certified via an ASHRAE Method of Test.
- Push interviews from ASHRAE leadership or subject matter experts to journalists/news agencies, social media and the ASHRAE web site via a concerted Mass Media Relations beyond the current level of communication which is mainly focused on ASHRAE members.
- Marketing to contact all councils and committees to have brainstorming sessions for increasing ASHRAE brand awareness.
- Consider a concerted effort by ASHRAE to continuously monitor and update the ASHRAE website to make it stay consistently in the top ten on keyword searches related to the HVAC & R industry.

