



**MINUTES**

**NOMINATING COMMITTEE MEETING**

**CHICAGO, IL**  
**Sunday, January 21, 2024**

**Approved by the Nominating Committee on June 23, 2024.**

**TABLE OF CONTENTS**  
 Nominating Committee Meeting  
 Sunday, January 21, 2024

<b>CALL TO ORDER</b> .....	<b>2</b>
<b>CODE OF ETHICS</b> .....	<b>2</b>
<b>ROLL CALL/INTRODUCTIONS</b> .....	<b>2</b>
<b>REVIEW OF MEETING AGENDA</b> .....	<b>2</b>
<b>APPROVAL OF MINUTES</b> .....	<b>2</b>
<b>REVIEW OF ACTION ITEMS</b> .....	<b>2</b>
NOVEMBER 3-4, 2023 .....	2
<b>EXECUTIVE SESSION</b> .....	<b>2</b>
<b>REPORT OF SUBCOMMITTEES</b> .....	<b>2-3</b>
PROCESS IMPROVEMENT SUBCOMMITTEE .....	2
QUESTIONS SUBCOMMITTEE .....	2
RULES SUBCOMMITTEE .....	2-3
TRAINING MATERIALS SUBCOMMITTEE .....	3
<b>NEXT MEETING</b> .....	<b>3</b>
<b>ADJOURNMENT</b> .....	<b>3</b>

**PRINCIPAL APPROVED MOTIONS**

Board of Directors Meeting

Sunday, February 2, 2021

<b>No. - Pg.</b>	<b>Motion</b>
1 - 2	The Rules Subcommittee of the Nominating Committee recommends that the following changes [ATTACHMENT A] be made to the Nominating Committee's governing documents in a consent agenda vote allowing any document or page to be separated on request.

**ACTION ITEMS**

Nominating Committee Meeting

Sunday, January 21, 2024

<b>No. - Pg.</b>	<b>Responsibility</b>	<b>Summary of Action</b>	<b>Status</b>	<b>Goal Date</b>
1 – 3	Schwedler	Reach out to the Meetings Team to discuss the breakfast provided at the Chicago meeting.		



## MINUTES

### NOMINATING COMMITTEE MEETING

Sunday, January 21, 2024

#### MEMBERS PRESENT:

Mick Schwedler, Chair  
Farooq Mehboob, Vice Chair  
Joe Furman, Region I Member  
Spencer Morasch, Region I Alternate  
Isabelle Lavoie, Region II Member  
Nicolas Lemire, Region II Alternate\*  
Jim Grant, Region III Member  
Roger Jones, Region III Alternate  
Jimmy Leonida, Region IV Member  
Charlie Curlin, Region IV Alternate  
Jack Kibort, Region V Member  
Stephen Ehrman, Region V Alternate  
Mark Miller, Region VI Member  
Fiona Martin, Region VI Alternate  
Kay Thrasher, Region VII Member  
Grant Page, Region VII Alternate  
Mark Fly, Region VIII Member  
Chris Ahne, Region VIII Alternate  
Jessica Renner, Region IX Member  
Trent Hunt, Region IX Alternate  
Rober Kunkel, Region X Member  
Marites Calad, Region X Alternate  
Jeff Hurd, Region XI Member  
Greg Fluter, Region XI Alternate

Dan Rogers, Region XII Member  
Eduardo Conghos, Region XII Alternate  
Tracy Pang, Region XIII Member  
Den Low, Region XIII Alternate  
Bratislav Blagojevic, Region XIV Member  
Marko Ignjatovic, Region XIV Alternate  
Krishnan Viswanath, Region-at-Large Member  
Mohammad Sajid, Region-at-Large Alternate  
Costas Balaras, BOD-Elected Member  
Robin Bryant, BOD-Elected Member  
Chris Gray, BOD-Elected Member  
Sheila Hayter, BOD-Elected Member  
Dunstan Macauley, BOD-Elected Member  
Adeeba Mehboob, BOD-Elected Member  
Guy Perreault, BOD-Elected Member  
David Underwood, BOD-Elected Member  
Julia Keen, BOD-Elected Alternate  
Bill Klock, BOD-Elected Alternate  
Jennifer Leach, BOD-Elected Alternate  
Karine Leblanc, BOD-Elected Alternate  
Cesar Luis Lim, BOD-Elected Alternate  
Lee Millies, BOD-Elected Alternate  
Bjarne Olesen, BOD-Elected Alternate  
Edward Tsui, BOD-Elected Alternate

\*VIRTUAL ATTENDEE

#### STAFF PRESENT:

Candace Denton, Sr. Manager - Board Services  
Chandrias Jolly, Manager - Board Services

**CALL TO ORDER**

The meeting was called to order at 6:30am.

**CODE OF ETHICS**

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

**ROLL CALL/INTRODUCTIONS**

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

**REVIEW OF MEETING AGENDA**

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

**APPROVAL OF MINUTES**

The open session minutes from the November 3-4, 2023 meeting were approved via acclamation without objection.

**REVIEW OF ACTION ITEMS**

**NOVEMBER 3-4, 2023**

The one executive session action item was reported as complete.

**EXECUTIVE SESSION**

Executive session was called at 6:36am.

Open session reconvened at 11:32am.

**REPORT OF SUBCOMMITTEES**

**PROCESS IMPROVEMENT SUBCOMMITTEE**

Ms. Hayter reported that the subcommittee received a couple of recent requests that the group will discuss the second half of the Society Year.

**QUESTIONS SUBCOMMITTEE**

Mr. Schwedler commended the group for their work.

Mr. Miller reported that the subcommittee had nothing further to report.

**RULES SUBCOMMITTEE**

Mr. Fly moved that

1. The Rules Subcommittee of the Nominating Committee recommends that the following changes [ATTACHMENT A] be made to the Nominating Committee's governing documents in a consent agenda vote allowing any document or page to be separated on request.

Mr. Fly reported that the motion was unanimously approved by the Subcommittee.

The consent agenda was accepted. There was no discussion.

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

Mr. Fly reported that the Subcommittee also discussed whether RMCRs should be allowed to sit on the Nominating Committee. If a member of the Nominating Committee is also RMCR and that DRC cannot fulfill their term, the RMCR would be appointed as the interim DRC.

He reported that there were a variety of opinions and discussions.

Mr. Morasch reported that the item would be discussed by SRC at this meeting.

#### **TRAINING MATERIALS REVIEW SUBCOMMITTEE**

Mr. Mehboob thanked the members of the Subcommittee for their support. He reported that all members of the Committee received the book *Blindspot*. He expressed the Subcommittee's hope that the book was helpful.

He reported that the Subcommittee is developing templates for use when introducing candidates, as well as tools for evaluating candidates. The Subcommittee is also developing tools to strengthen regional training.

He reported that information regarding training for the 2024-25 Society Year would be communicated in the spring. He reported that the Subcommittee plans to connect Regional training with President-Elect training.

Mr. Schwedler will reach out to the Meetings Team to discuss the breakfast provided at the Chicago meeting.

**AI - 1**

#### **NEXT MEETING**

Mr. Schwedler reported that a spring conference call was not planned. He reviewed the date for the Annual Meeting in Indianapolis.

#### **ADJOURNMENT**

The meeting adjourned at 11:42am.



Mick Schwedler, Chair

#### **ATTACHMENTS:**

A. Governing Document Edits



**Nominating Rules  
Subcommittee Report**

January 5, 2024 | 8:00 - 9:00 PM CST

1. **Meeting** – A zoom conference was held on January 5<sup>th</sup>, 2024 at 8:00 PM CST to accommodate as to limit inconvenience to as many members as possible.

Mark Fly, Chair	Jeff Hurd
Isabelle Lavoie	Tracy Pang
Jessica Renner	Guy Perreault
Krishnan Viswanath	Spencer Morasch

2. **Members present**

3. **NEW BUSINESS** – Clean up of governing documents regarding the 2 year term for Vice President

- 3.1. **Motion** – The Rules Subcommittee of the Nominating Committee recommends that the following changes be made to the Nominating Committee’s governing in a consent agenda vote allowing any document or page to separated on request.

- 3.1.1. **Nominating Committee Reference Manual** - February 2023 – Edits clarifying a 2 year VP term on pages 9, 10, 27, 34, and 35 as shown in the extracted pages in the background.

- 3.1.2. **Nominating Committee MOP (Nominating recommendation to be approved by Society Rules Committee)** - Edits on pages 13 &14 clarifying the 2 year term for VP as show in extracted pages in the background.

- 3.1.3. **Editorial Changes** – Grant staff with approval of the Nominating Rules Subcommittee Chair to make any grammatical or minor editorial change to the edits shown as long it does not change intent.

- 3.2. **Rules Subcommittee Vote to Recommend 5-0-0 CNV**

- 3.3. **Background** – No changes were found to be need in Bylaws or Nominating Committee Rules of the Board. Detailed markups of the changes are attached below.



1. Roll Call
2. ASHRAE Ethics
3. Approval of Minutes of Previous Meeting
4. Confirmation of official twenty-two (22) voting members of committee
5. Report of chair re: all other candidates on list established at fall meeting
6. Report of the Self-Certification Subcommittee (if necessary)
7. Floor open for proposing final additional candidates to be considered
8. Recognition of staff member assisting in the voting process
9. Appointment of Tellers of Election (if in person voting is utilized)
10. Discussion and voting for candidates in the following order:
  - President Elect (*including interviews if more than one candidate*)
  - Treasurer (*including interviews if more than one candidate*)
  - Vice President (~~four~~ two)
  - Regional Chairs
  - Directors-at-Large (plus one alternate)
11. Further confirmation of willingness of nominees to serve, if required
12. Other business and resolutions
13. Adjournment

**Section D**

***This template is prepared by the Nominating Committee Secretary each year and sent to the Manager of Region Activities for distribution to regions in preparation for CRCs.***



WORKSHEET FOR CHAPTER REGIONAL COMMITTEE  
EXECUTIVE SESSION

REGION R# Chapter Regional Conference (CRC)

Recommendations for Society Year Next Society Year

**Worksheet Instructions:**

The **Regional Nominating Committee Member**, as Chair of the CRC Executive Session, is responsible for submitting pages 1, 2, 3, 4, and 6, along with additional names for Treasurer, Vice President, and Director-at-Large to the Nominating Committee Staff Liaison within 30 days of the CRC.

The **Nominating Committee Member** shall send pages 2, 3, 4, 5, and 6 to the Director and Regional Chair (DRC) – (NOT PAGE 1).

The **DRC** shall send the completed and signed DRC recommendations on page 5 to Staff.

All **candidates** shall be listed in priority order.

All **candidates** listed shall have indicated a willingness to serve.

Each **candidate** shall ensure that his/her official ASHRAE biographical record is current.

**1. OFFICERS AND BOARD OF DIRECTORS** (Please prioritize.)

	Current Society Year <u>Officers:</u>	CRC Recommendations <u>for SY Next Society Year:</u>
President-Elect	Current PE _____	(1) _____
Treasurer*	Current TR _____	(1) _____
Vice President <b>2nd Year</b>	Current VP1 _____	(1) _____
Vice President <b>2nd Year</b>	Current VP2 _____	(2) _____
Vice President <b>1st Year</b>	Current VP3 _____	(3) _____
Vice President <b>1st Year</b>	Current VP4 _____	(4) _____

**\* Eligible for re-election to this position for one additional consecutive year**

**Additional names may be submitted in priority order on separate page. There are a maximum of four (4) VP positions on the Executive Committee with two (2) elected each year.**

Directors-at-Large whose terms expire in June 0000-End of Current SY:

Director-at-Large**	_____	(1) _____
Director-at-Large**	_____	(2) _____
Director-at-Large**	_____	(3) _____

**\*\*Additional names may be submitted in priority order on a separate page.**

Director and Regional Chair whose term expires in June \_\_\_\_\_:

Please prioritize.

_____	(1) _____
_____	(2) _____
_____	(3) _____

**Submitted by:**

\_\_\_\_\_  
Region R# Member, Nominating Committee

\_\_\_\_\_  
Date

ASHRAE  
RESPONSIBILITY AND QUALIFICATION SUMMARY  
FOR  
SOCIETY VICE PRESIDENT

Responsibilities

- Serves as a member of Executive Committee, Board of Directors and serves as Chair or Vice Chair of a Society council.
- Assists President and President-Elect.

Obligations

- Shall be able to travel extensively and devote considerable time to Society:
  - approximately 40 days per year of travel and meetings,
  - expenses of transportation, hotel, meals, parking, registration, and social events (including spouse) may be reimbursed upon request.
- Shall attend Society's Annual and Winter Conferences, BOD meetings, two Executive Committee meetings, three Chapters Regional Conferences, and numerous Society and special meetings.

Qualifications

- Shall have served as Society Director.
- Shall be eligible for re-election for ~~(1) additional consecutive year~~ willing to serve the 2 year term.
- Shall have or be able to attain an international passport.
- Shall have been a Full Member (grade) of Society prior to date of election.
- Receives no salary, emolument or compensation from ASHRAE for services rendered to the Society as an officer.
- Shall have participated broadly in Society activity at chapter, region, standing committee or international levels.

Other Desirable Qualifications/Criteria

- Should never be nominated solely as honor or reward.
- Should have discussed with employer the travel, time, and monetary expenses that may be incurred if elected and obtained consent.

Supporting Documents

- Society Bylaws
- MOP for Officers and Directors
- MOP for Nominating Committee
- Travel Reimbursement Policy, ROB Volume 1

**Section J****Fall and Winter Balloting Procedures**

The following process is recommended for the development of a slate of candidates for the positions of President-Elect, Treasurer, Vice President, DRC and DAL.

- a) All ballots are to be in writing or electronic and shall be executed by secret ballot.
- b) All nominations for each position shall be read in alphabetical order.
- c) Because of the gravity of the election process, it is recommended the Chair not vote in a tie ballot.

**Fall Balloting Procedures**

- A A member of the Nominating Committee must speak in favor of a suggested candidate to qualify the name to be placed on the official Nominating Committee fall ballot.
- B The Nominating Committee fall ballot shall be prepared for use by Nominating Committee delegates.
- C Initial ballot: Each delegate may vote for no more than the number of positions under consideration.
- D The suggested nominees receiving the greatest number of votes shall be placed on the 2nd ballot, equal to or greater than the number of proposed nominees recommended to move forward to the Winter Conference meeting.
- E A clear separation in the votes gained, as determined by the Chair, shall be used in determining those being moved to the next ballot round, if required.
- F Discussion: Nominating Committee delegates shall be given the opportunity to speak in favor of suggested nominees they wish to support.
- G The second ballot shall be taken where each delegate shall rank the suggested number of candidates expected to move forward. The slate of nominees to be moved forward to the Winter Conference meeting shall be determined by this ranked order.
- H If necessary, a 3rd ballot shall be taken only to break ties at the bottom of the ranked order.

Recommended number of proposed nominees to move forward to the Winter Conference meeting

- a) President-Elect 1 or 2
- b) Treasurer 2 to 4
- c) Vice President ~~6 to 8~~ 3 to 4
- d) Director and Regional Chair 1-3 from each region
- e) Director-at-Large 6 to 10

## Winter Balloting Procedures

- A After the first ballot, if positions still remain to be filled, all proposed nominees receiving less than a majority but at least two votes shall remain candidates.
- B After the second ballot, if positions still remain to be filled, all proposed nominees receiving less than a majority but at least four votes shall remain candidates.
- C After the third ballot, if positions still remain to be filled, all proposed nominees receiving less than a majority but at least six votes shall remain candidates.
- D After the fourth and succeeding ballots, if positions remain to be filled, the committee, through a vote, may call for the number of votes for each proposed nominees to be reported.
- E In the event of a stalemate, the committee chair may suggest, through a committee vote, that the Nominating Committee submit a slate of candidates with additional nominees beyond the recommended number listed below or the committee chair may suggest an alternate voting method.

Recommended number of nominees for vote by the membership:

- a) President-Elect 1
- b) Treasurer 1
- c) Vice President 4 2
- d) Director and Regional Chair 1 from each region
- e) Director-at-Large 3 and 1 alternate

## Winter Nominating Committee - Slate Preparation

In reporting the results of balloting, the names of the nominees shall be read in alphabetical order for each position without indicating the number of votes for each.

14.1.2 Nomination to be an officer or a director of the Society is a distinct honor for any member and is, in some sense, a reward for past service. However, each nominee, upon election, makes a commitment to multiple years of high-level service to the Society; hence, the committee should put foremost in its considerations how past performance qualifies the nominee for the proposed office. Consideration of nomination for the purpose of conferring recognition should be minimized. Of paramount importance are the ability and willingness of the proposed candidate to give sufficient time and effort to the post. Consideration should also be given to the proposed candidate's current and anticipated committee assignments. For instance, if a proposed candidate for Director-at-Large is slated to become chair or vice chair of a standing committee, the effect of interruption of that service should be taken into account in evaluating the proposed candidate.

14.1.3 Although the region of a proposed candidate's residence is not a qualification for office (ROB 3.3001.001 (A)), membership on the Board of Directors, including officers, from any one region shall be limited to the Regional Chair and three others at the time of nomination.

## 14.2 President-Elect

14.2.1 Since the office of President-Elect does carry automatic succession to be the President of the Society, it is the highest elective office in the Society. Since the progress of the Society will, in large measure, be due to the effective and constructive leadership of the President, the office of President-Elect should never be conferred simply as an honor or reward.

14.2.2 Except under the most unusual circumstances, the President-Elect should have had a tour of duty as Director and also as a Treasurer. A Treasurer should never be advanced to President-Elect automatically. The member should merit the selection on the basis of their ability to successfully guide the Society through the challenges it will face in the ensuing two years.

## 14.3 Treasurer

The office of Treasurer requires special qualifications as follows:

14.3.1 This is the officer who chairs the Finance Committee and is responsible for the financial progress and health of the Society. Hence, previous experience on the Finance Committee is highly desirable, though not a prerequisite.

14.3.2 While there is no automatic succession, an incumbent Treasurer is likely to receive strong consideration for the position of President-Elect and subsequently serve as President. Hence, except under the most unusual circumstances, a Treasurer should have previously served as Director and as Vice President and should be deemed capable of leading the Society.

14.3.3 There is no obligation to select an incumbent Vice President as nominee for Treasurer, although undoubtedly most such incumbents should have the necessary qualifications.

## 14.4 Vice President

The office of Vice President is the "entry level" of service as an officer of the Society. Since the expansion of the Executive Committee to include four Vice Presidents, ~~with any Vice President eligible to be reelected to a second~~ **elected to a two (2) year** term of office, the Society has benefited in several ways:

14.4.2 All councils of the Society can be chaired by a member of ExCom.

14.4.3 An increasing pool of experienced officers is created from which the committee can select a Treasurer and a President-Elect.

~~Though the Society Bylaws do not limit the number of experienced Vice Presidents, it is highly undesirable to be put in a situation where more than two inexperienced Vice Presidents are elected in any given year. To reduce the chances of this happening, no more than two incumbent Vice Presidents should be nominated for a second term.~~

14.4.4 An opportunity has been provided for a qualified individual to serve the Society as an officer even if the person is unable (or unwilling) to continue beyond the office of Vice President.

Although selection of Vice President nominees need not be restricted only to those considered capable of and willing to serve the Society as President, the incumbent and previous Vice Presidents still represent an excellent pool of talent from which to draw a future nominee for Treasurer or President-Elect. Therefore, the committee should be especially aware of which ~~of the incumbent~~ Vice Presidents ~~being considered for nomination to a second term~~ would be willing to be considered for offices beyond the office of Vice President. It would obviously be an undesirable situation to have all four incumbent Vice Presidents unable or unwilling to be considered for additional officer positions.

## 14.5 Directors

14.5.1 The Directors at Large (DALs) have the responsibility of representing the technological interest of the Society. They assist in the guidance and management of the councils as well as assisting and guiding the committees and should have chaired at least one of these. The DAL needs a strong working knowledge of the structure and function of ASHRAE at the Society level. While service such as a chapter officer, Regional Vice Chair or Director and Regional Chair is a plus, a good technological background and service related to research, standards, publishing, technology transfer, etc. should be weighed much more heavily than region/chapter service in selecting DAL.

14.5.2 Nominees for DAL shall have Fellow, Life Member or Full Member grade before the date of election (ROB 3.300.001 (B)). It is also desirable to maintain a balance between occupations, such as educators, researchers, manufacturers, consulting engineers, mechanical contractors, etc. Finally, in selecting DALs, particular attention should be paid to their qualifications for future officer positions.

14.5.3 In considering an incumbent Director (either DAL or DRC) for nomination to a second consecutive term of three (3) years as a Director, the committee should determine positive and compelling reasons for retaining a Director for six consecutive years in office.

14.5.4 A third term of three (3) years for a Director should seldom be granted, even when not specifically prohibited by the SBL.

**4. Information Item** – It was suggested to the Rules Subcommittee that we should look into the question of whether the Region Members Council Representative (RMCR) should be allowed to serve on the Nominating Committee while holding that office.

**4.1. Justification** – As in many regions the RMCR serves effectively as a Vice Director and Regional Chair (DRC) and should the DRC not be able to serve their term for any reason, the RMCR would most likely serve as an interim DRC until the Region made a new recommendation and an election could be held of the members. Whereas no member of the Board of Directors can serve on the Nominating Committee, should the RMCR be excluded also.

**4.2. Action** – After much discussion with differing points of view we determined that we would like to get an opinion from the Society Rules Committee before considering further. Spencer Morasch who is currently serving on the Society Rules Committee agreed to carry this forward for their consideration. This would involve a change to the Rules of the Board and would eventually require both an SRC and BOD vote to approve. No action is being taken by Nominating Rules until we receive their opinion.

Submitted



Mark W. Fly – Chair Nominating Rules Subcommittee