



NOMINATING COMMITTEE

MANUAL OF PROCEDURES

Approved by Nominating Committee including revisions through June 27, 2018

Revisions approved by SRC July 12, 2018

TABLE OF ABBREVIATIONS

BOD	Board of Directors
CRC	Chapters Regional Committee
DRC	Director and Regional Chair
DAL	Director-at-Large
EVP	Society Executive Vice President
MOP	Manual of Procedures
NCS	Nominating Committee Secretary
ROB	Rules of the Board of Directors
SBL	Society Bylaws

DEFINITIONS

Suggested Candidate

Any member of the Society suggested for Society office who is eligible to serve. A candidate may be suggested by a CRC or by any member of the Society.

Proposed Candidate

Any eligible Society member who has been proposed by a member of the Nominating Committee at, or following, the fall meeting.

Nominee

A member of the Society who has been nominated for office by the Nominating Committee.

Manual of Procedures

A Manual of Procedures (MOP) describes mandatory operational rules and interpretations of policy that a standing body must operate under to achieve their assigned responsibilities. It is designed to complement the Society Bylaws (SBL) and Rules Of the Board (ROB) by providing methods and procedures under which to operate.

Reference Manual

This document contain guidelines, procedures, sample documents and other tools that the committee uses in its day-to-day operation. The Reference Manual ensures consistency in the operation of the committee and serves as an educational tool for new members. The Reference Manual is an internal document of the committee and requires the approval of that committee only.

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SECTION 1 Introduction

- 1.1 The Nominating Committee selects nominees for Society officer and director positions. The Nominating Committee does its work for nominee selection in executive session on behalf of the membership. Committee members have a great responsibility to set aside personal, employment and regional bias to identify the best nominees for each position based on the candidates' professional and leadership qualifications.

SECTION 2 General Responsibilities of the Nominating Committee

- 2.1 The primary task of the members of the Nominating Committee is to select nominees for the elected officers and members of the Board of Directors, both Directors-at-Large and Directors and Regional Chairs.
- 2.2 The basic tenet of the Nominating Committee is that "the office shall seek the person, rather than the person seek the office." Because of this policy, the Committee's basic responsibility is to select those nominees who, it believes, can best serve the interest and objectives of the Society.

SECTION 3 Responsibilities of the Chair

- 3.1 Preside over meetings of the NC.
- 3.2 It is the chair's prerogative to select the time and place of meetings, and to assure (with the NCS's assistance) the fullest possible attendance at meetings.
- 3.3 Determines the order of business. Suggested agendas are shown in Section C of the Reference Manual.
- 3.4 Prepare informational reports to the Board of Directors.
- 3.5 Assign committee members to NC standing and NC Ad Hoc committees annually and shall designate each subcommittee's Chair. The Chair of each subcommittee shall be a voting member of NC.
- 3.6 Designate Ad Hoc committees as needed to discharge NC duties.
- 3.7 All standing subcommittee members shall be members of the NC, but the Chair may appoint ad hoc subcommittee members who are not members of the NC when there is a need for members who have expertise and experience in certain areas.
- 3.8 Subcommittee members are appointed for the Society year.
- 3.9 No nonmember of NC shall be allowed to attend NC Executive Sessions where discussion of potential nominees occurs.
- 3.10 Call additional meetings of the NC as needed to respond to workload.

SECTION 4 Staff Assistance by the Nominating Committee Secretary

- 4.1 The Executive Assistant to the Board of Directors shall serve as Nominating Committee Secretary (NCS).
- 4.2 The NCS is responsible for coordinating meetings of the Nominating Committee, communication with members, and serves as the primary contact for providing required documents to all members, candidates, and nominees, and other duties as assigned. Further details of duties and their timing are given in the Responsibility Timetable, Section A of the reference manual.

SECTION 5 Nominating Committee Rules Subcommittee

- 5.1 Responsible for reviewing the Bylaws and ROB for any updating recommendations and to keep the committee Manual of Procedures (MOP) and Reference Manual up to date, while assuring alignment of the NC MOP with the Rules of the Board (ROB.)
- 5.2 The Chair may assign some or all of these responsibilities to individual members of the committee.
- 5.3 The subcommittee Chair(s) shall report subcommittee activities to the NC.

SECTION 6 Membership

(Excerpt below is from the Society Bylaws Section 7.6)

- 6.1 This standing committee of the Society shall select candidates for elected officers and members of the Board of Directors. It shall consist of at least twenty-two members, each of whom shall hold the grade of Member or higher in the Society. Each shall have been at Member grade and have been in good standing in the Society for a period of at least five years at the time of selection.
- 6.2 Committee membership shall be comprised of the chair, the vice chair, one member and one alternate from each region of the Society selected by the Chapters Regional Committee of each respective region, and at least eight members and eight alternates selected by the Board of Directors.
- 6.3 The immediate Past President or the most recent Past President willing to serve shall be Vice Chair of the committee and then advance to Chair when replaced as Vice Chair.
- 6.4 The Nominating Committee shall serve during the Society year for which it is elected.
- 6.5 Members and alternates shall be selected as follows: Regional selectees by the Chapters Regional Committees at their regularly called meetings; Board of Directors selectees by the Board at a regular meeting.
 - 6.5.1 There shall not be more than three members and three alternates from any one region, exclusive of the Chair and Vice Chair.
 - 6.5.2 There shall be no more than three (3) Board of Director elected members (total of voting and non-voting members) that have a membership grade of Presidential Member, in addition to the Chair and Vice Chair.

6.5.3 No member of the Board of Directors shall be eligible to serve on the Nominating Committee.

SECTION 7 Notification of Membership

- 7.1 The name of each member and alternate elected to the Nominating Committee by a region shall be reported to the NCS by the respective regional Nominating Committee Member. The NCS shall certify the eligibility of each regionally elected member. This action is required within one month of conclusion of each Chapters Regional Conference.
- 7.2 Members and alternates elected by the Board of Directors are made known to the NCS directly.
- 7.3 In accordance with the responsibility timetable (Appendix A) the NCS shall notify the elected committee members and alternates of their election and responsibilities prior to the beginning of the Society year in which they are to serve.

SECTION 8 Meetings

- 8.1 The Nominating Committee holds three mandatory business meetings each year - in the fall (October/November) and on Sunday during the Society winter and Annual meetings. In addition an orientation/training session is held during the Society Annual Meeting for the following year's Nominating Committee.
 - 8.1.1 At the fall meeting, the list of proposed candidates for each office to be filled is developed, but no final selections are made.
 - 8.1.2 At the Winter Meeting, proposed candidate(s) are selected as the nominee(s) for each office and position to be filled.
- 8.2 Members and alternates shall review the biographical information of all candidates for officers and directors prior to the fall and winter meetings of the committee.
 - 8.2.1 Meetings of the Nominating Committee include discussions of sensitive issues of a proprietary and personal nature held in executive session.
 - 8.2.2 No information discussed during the course of an ASHRAE meeting that has been conducted in executive session may be disclosed to or discussed with any other person in any way, verbal or written, outside of that meeting.
 - 8.2.2.1 All members of the Nominating Committee, past and present, are bound to executive session protocol as specified by Roberts Rules of Order.
 - 8.2.2.2 Executive session protocols shall be considered enforced for any candidate consideration discussions between current nominating committee members during or after formal nominating committee meetings. Such discussions held at the discretion of the members shall be done in a confidential manner and not enjoin any other non-members in the discussion.
 - 8.2.2.3 General Discussions regarding the requirements for candidate qualification shall not be considered as privileged or issues of sensitive, proprietary, or personal nature.

8.2.3 Accordingly: All members, alternates, and reserve alternates (in particular, regional reserve alternates who participate in regional caucuses) must submit signed confidential information agreement (Section B of the reference manual) prior to receiving any confidential information or participating in executive session discussions.

8.3 Failure to maintain confidentiality is a violation of the ASHRAE Code of Ethics and will be treated as such.

SECTION 9 Attendance at Meetings

- 9.1 Prior to the fall and winter committee meeting and after the time and place of the meeting has been arranged, the NCS informs all Members and Alternates of the committee of the arrangements and requests that they indicate whether they will be present.
- 9.2 Attendance by BOD-elected or CRC-elected Members and Alternates or their properly selected replacements is required at fall and winter meetings of the committee
- 9.3 If a BOD-elected or CRC elected Member or Alternate cannot be present, the NCS requests the attendance of the replacement Member or Alternate in accordance with the Rules of the Board.
- 9.4 See the Rules of the Board for additional information regarding attendance and replacement of members, alternates and reserve alternates.
- 9.5 Incoming Members and Alternates who have not served on Nominating Committee within the previous three years are expected to attend either the orientation/training held at the annual meeting, or online. Incoming Reserve Alternates who have not served on Nominating Committee within the previous three years are expected to view the orientation/training online. However, failure to attend training does not result in automatic replacement of the Member or Alternate or Reserve Alternate.

SECTION 10 Identification of Suggested Candidates

10.1 An overriding consideration in identifying candidates for any office in the Society is that the office seeks the person.

10.2 Members of the Committee are not restricted in the method of developing lists of persons for consideration as candidates. However, a mechanism has been provided under the regional operation of the chapters to assist in developing such lists. Each Chapters Regional Committee (CRC) is responsible for suggesting candidates for consideration by the Nominating Committee.

It is the responsibility of the member of the Committee who has been elected by a region to obtain the list of suggested candidates for Officers, DRC (when appropriate), and DALs from the CRC.

10.2.1 The CRC of each region shall submit three names for consideration by the Nominating Committee as candidates for Director and Regional Chair from the region and shall supply biographical data for each candidate. The Chapters Regional Committee shall indicate the region's order of preference for its selection of Director and Regional Chair. (ROB 3.300.001)

10.2.2 The regional member, alternate and reserve alternate shall attend all meetings of their

region's CRC caucus and executive session. The regional member shall chair the caucus and executive session. Following this session, the regional member reports the results to the NCS.

- 10.2.3 The number of candidates to be brought forward from any Chapters Regional Conference shall be limited to the number of spaces on the worksheet for each position to be filled (Section D of the Reference Manual).

(Note: Section E of the Reference Manual identifies responsibilities and duties of the Regional Nominating Committee Member for coordinating Caucus and Executive Session in the region.)

SECTION 11 Notification of Proposed Candidates

- 11.1 Members or alternates of the Committee who are proposed as candidates shall be informed by the chair of the Nominating Committee that they have been recommended for office at the earliest possible date and prior to the fall meeting of the committee. A member who chooses to be considered for office will be removed from the roster and replaced by their alternate and will not be charged a year of eligibility for the Committee, A member who chooses to withdraw their name from consideration will remain on the Nominating Committee. (Sample letter is in Section F of the Reference Manual.)
- 11.2 A list of proposed candidates for each office to be filled is developed at the fall meeting of the committee from the list of suggested candidates. No final selections (nominations) are made at this meeting.
- 11.3 All proposed candidates who will be considered at the winter meeting of the Committee are to be consulted in advance of that meeting to determine their availability and willingness to serve if elected. They are to be advised of the responsibilities and demands upon their time resulting from possible election.
- 11.4 After the fall meeting, the proposed candidates for officers shall be contacted by the chair or vice chair. This notification in writing shall indicate the fact that succession is not automatic. (A sample letter is in Section F of the Reference Manual.)
- 11.5 After the fall meeting, the proposed candidates for Director-at large and Director and Regional Chair shall be contacted in writing by members of the committee as designated by the chair. (A sample letter is in Section F of the Reference Manual).
- 11.6 Any candidate identified after the fall meeting must be contacted by the person making the recommendation. The NCS shall remind (the person making the recommendation) of the duty to ascertain the member's willingness to serve if elected, and confirmation of that willingness must be sent by the proposed candidate, in writing, to the Nominating Committee chair prior to the winter meeting.

SECTION 12 Conflicts of Interest

- 12.1 A conflict of Interest occurs when any member of the Committee has undue knowledge of a suggested or proposed candidate. Undue knowledge includes a superior in the workplace, a subordinate in the workplace, a family member, a co-worker in the same company, and other such occurrences.

- 12.2 When such conflict occurs, the Committee member must be recused from all discussions and voting for candidates being considered for this position. This member must remain out of the process until the person being considered is eliminated or the voting process has moved on to the next position being considered.

SECTION 13 Voting Procedures

13.1 Fall Slate preparation

- 13.1.1 The fall voting procedure shall be executed to vet potential candidates to fill the slate of officers of the society. The process must include discussion of the credentials and a secret written or electronic ballot for consideration of each candidate.

- 13.1.2 This process will return a slate of candidates for the Nominating Committee to fully vet prior to the Winter Meeting. At the Winter Meeting there will be supplemental information provided by the candidate, and persons from the nominating committee.

13.2 Winter Voting Procedure

- 13.2.1 At the winter meeting of the Committee, proposed candidate(s) are selected as the nominee(s) for each office and position to be filled. The order in which the positions will be considered is:

- i) President-Elect (one)
- ii) Treasurer (one)
- iii) Vice Presidents (four)
- iv) Director and Regional Chair (number depending on year)
- v) Directors-at-Large (three with one alternate)

- 13.2.2 The list of proposed candidates for each office and position remains open until it is formally voted at the winter meeting of the Committee, then the nominations for that office or position shall be closed.

- 13.2.3 If only one person is proposed for an office, the chair instructs the NCS to cast a unanimous ballot for the proposed candidate. If more than one person is proposed for an office, selection is by secret ballot.

- 13.2.4 An individual shall be nominated for an office or position when the member has received a majority of votes cast.

- 13.2.5 The President-Elect and the Treasurer shall be voted upon separately. The Vice Presidents may be voted on together, with each voting member casting a ballot for the number of vacancies to be filled. The Directors-at-Large may be voted on together, with each voting member casting a ballot for the number of vacancies to be filled.

- 13.2.6 The Committee shall vote on the preferred candidate for DRC suggested by the region, and only after a vote to reject that candidate will other suggested candidates be considered by the Committee.

- 13.2.7 An alternate nominee is selected for the position of Director-at-Large and succeeds to

nominee if any of the slate is unable to accept nomination.

SECTION 14 Qualifications of Nominees

14.1 General

- 14.1.1 In addition to requirements of the Society Bylaws (SBL), the Committee practice has been to consider the following qualifications:
- 14.1.1.1 Nominee shall have held Member grade in the Society for five (5) years prior to the date of election. (ROB 3.300.001)
 - 14.1.1.2 Nominee should have given prior evidence of both interest in and operation of the Society at both chapter and Society levels, through service on committees of the Society.
 - 14.1.1.3 The Committee is not limited to consideration of persons for whom biographical data have been provided prior to the meeting. However, adequate consideration of qualifications is very difficult unless full information is provided; if not before the meeting then at least at the meeting. The Committee should not be forced to rely on an oral recitation of a suggested candidate's qualifications.
 - 14.1.1.4 Every effort should be expended to obtain current biographical data no more than one year old on each suggested candidate.

Refer to Section G of the Reference Manual for additional qualifications of candidates.

- 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 the Society; hence, the Committee should put foremost in its considerations how past performance qualifies the nominee for the proposed office rather. 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 with it 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 his ability to successfully guide the Society through the problems 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 term of office, the Society has benefited in several ways:

- 14.4.1 The work load and time commitment of the Officers (members of ExCom) has been reduced, increasing the likelihood of highly qualified members being willing to serve the Society as Officers.
- 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.

It is important for the Nominating Committee to advise nominees for a first term vice presidency – at the time of obtaining their permission – that there is a chance they might not be nominated for a second consecutive term for the office of Vice President. (ROB 1.2.1.1)

- 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 (DRC) 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 been Members for at least five (5) years 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 as future officer material.
- 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.
- 14.5.5 The committee member for a region for which office of DRC is open for nomination shall advise the CRC in Executive Session that a strong order of preference be indicated by the region as to their selection for DRC, and the region Nominating Committee member shall advise the Nominating Committee of this preference (ROB 3.300.001 (C)).

SECTION 15 Confirmation of Nominees

- 15.1 Immediately after the winter meeting of the Committee, the chair will advise the Board of Directors of the official slate. All nominees shall be advised of the official slate just prior to the Sunday Winter Board meeting. The chair of the Committee will assign those to make the

contacts before the conclusion of the winter meeting of the committee. Note: Details of the Nominating Committee deliberations will be discussed with neither the candidates nor the nominees.

15.2 The NCS will request written acceptance from each selected nominee.

15.3 In case of failure to confirm a DAL, the Alternate is notified and acceptance requested.

15.4 In case of failure to confirm as Officer or a Director for a region, or in case of subsequent unwillingness or inability of any nominee to serve, the chair may take one of the following courses of action:

15.4.1 Call another meeting of the Committee to select another qualified nominee for the vacancy, or;

15.4.2 Conduct a secret ballot comprising a run-off of not more than the two potential nominees for that office who received the next highest votes in the previous ballot, or;

15.4.3 If time does not permit either (1) or (2) prior to the Annual Meeting, advise the Society Secretary to inform the incoming Board of Directors of a vacancy to be filled in accordance with SBL Section 4.2

SECTION 16 Transmittal of Files

The outgoing chair transmits to the next chair of the Committee, on a confidential basis, such files as may be of value in the work of the succeeding Committee. Since the work of the Committee is confidential, all other material distributed to the members of the Committee and any personal notes related to confidential material and discussions should be destroyed at the conclusion of their term of office.