



MINUTES

BOARD OF DIRECTORS MEETING

Wednesday, April 2, 2025

Note: These draft minutes have not been approved and are not the official record until approved by the Board of Directors.

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Wednesday, April 2, 2025

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PRINCIPAL APPROVED MOTIONS

Board of Directors Meeting

Wednesday, April 2, 2025

No. - Pg.	Motion
1 - 2	ExCom recommends to the BOD that the Strategic Advisory Panel be eliminated and removed from the Society org chart.
2 - 3	ExCom recommends to the BOD that beginning SY 2025-26, the Nominating Committee meeting at the Annual Conference shall be virtual.
3 - 3	MOTION 2 be amended as follows: ExCom recommends to the BOD that beginning SY 2025-26, the Nominating <u>Committee meeting at the</u> Annual Conference shall be virtual.
3 - 4	ExCom recommends to the BOD that the BOD conduct a BOD meeting outside of North America in Society Year 2026-27.
4 - 5	ExCom recommends to the BOD that \$50,000 be withdrawn from reserves to hire a consultant to create an AI strategic plan.
7 - 8	The BOD approve recommended edits to the Development Committee Rules of the BOD (ROB) as shown in ATTACHMENT A.

ACTION ITEMS

Board of Directors Meeting

Wednesday, April 2, 2025

No. - Pg.	Responsibility	Summary of Action	Status	Goal Date
1 - 3	McQuade	Ask Ms. Keen to consider adding guidance on PEAC/TRAC membership to the already underway updates to PEAC/TRAC guidance documents. The recommendation is to include people from outside the industry on PEAC/TRAC to advise and provide input.		



MINUTES
BOARD OF DIRECTORS MEETING

Wednesday, April 2, 2025

MEMBERS PRESENT:

Dennis Knight, President
Bill McQuade, President-Elect
Sarah Maston, Treasurer
Devin Abellon, Vice President
Wade Conlan, Vice President
Ken Fulk, Vice President
Chandra Sekhar, Vice President
Jeff Littleton, Secretary
Charles Bertuch, Region I DRC
Genevieve Lussier, Region II DRC
Sherry Abbott-Adkins, Region III DRC
Bryan Holcomb, Region IV DRC
Jim Arnold, Region V DRC
Susanna Hanson, Region VI DRC
Scott Peach, Region VII DRC
Joe Sanders, Region VIII DRC

Jonathan Smith, Region IX DRC
Buzz Wright, Region X DRC
Rob Craddock, Region XI DRC
John Constantinide, Region XII DRC
Cheng Wee Leong, Region XIII DRC
Mahroo Eftekhari, Region XIV DRC
Richie Mittal, Region XV DRC
Bassel Anbari, RAL DRC
Carrie Brown, DAL
Doug Cochrane, DAL
Blake Ellis, DAL
Patrick Marks, DAL
Corey Metzger, DAL
Heather Schopplein, DAL
David Yashar, DAL

GUESTS PRESENT:

Daniel Nall
Heather Platt Gullede
Jason Alphonso

Julia Timberman
Maggie Moninski
Mike Pouchak
Ching Loon Ong
Pankaj Dharkar

STAFF PRESENT:

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

Daniel Gurley, Sr. Manager - Membership
Rhiannon Masterson, Manager – Chapter Programs
Ragan McHan, Sr. Manager – Conference Programs
Selina Parks, Manager – Conference Services

CALL TO ORDER

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

VALUE STATEMENT

Mr. Knight read the value statement and advised that the full code of ethics, core values and diversity statements were available online.

ROLL CALL/INTRODUCTIONS

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

REVIEW OF MEETING AGENDA

Mr. Knight reviewed the meeting agenda. He advised that there would be two executive sessions – the first would be called immediately after the review of agenda and the second would be after all open session business was complete.

‘Development ROB Edits’ was added to *New Business*.

EXECUTIVE SESSION

Executive session was called at 9:07 am.

Open session reconvened at 9:15 am.

EXCOM REPORT TO THE BOD – MARCH 20-22, 2025

Mr. Knight thanked ExCom members and nominees for attending the spring ExCom meeting. He stated that the group had three very busy days of business.

Mr. Knight moved that

1. ExCom recommends to the BOD that the Strategic Advisory Panel be eliminated and removed from the Society org chart.

Mr. Knight reported that the Strategic Advisory Panel had not been able to get up and running as planned. He stated that ExCom reached consensus that the industry roundtables were an effective way for Society to engage with non-members in the industry.

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

When was this group created?

Mr. Knight responded that the group was created early in Ms. Scoggins’ Presidential year. The first year, there was zero success getting c-suite industry professionals to sit on an advisory panel outside of the BOD. He reported that a lot of invitations were sent to corporate leaders around the globe and there were no takers.

He reported that in his Presidential year, he chose to focus on industry roundtables to bring in information from outside the industry. After ExCom discussed the matter, we felt strongly that

Society should not put more effort into the group. It was suggested that PEAC and TRAC could include people from outside of ASHRAE to advise on Society themes.

Is including members from outside of ASHRAE in the charge or governing documents of PEAC? External feedback is valuable to Society and should be documented to ensure it is continued.

Mr. Knight responded that it was currently not documented with that level of detail. He reported that Mr. McQuade has people from outside of the industry serving on his PEAC and Ms. Maston plans to do the same. He reported that there were no plans to sunset the industry roundtables.

Mr. McQuade will ask Ms. Keen to consider adding guidance on PEAC/TRAC membership to the already underway updates to PEAC/TRAC guidance documents. The recommendation is to include people from outside the industry on PEAC/TRAC to advise and provide input.

AI - 1

Ms. Maston asked that BOD members send any recommendations for TRAC members to her. She stated that she would be open to adding the recommendation to the PEAC/TRAC guidance documents based on the results of doing so on this year's PEAC.

MOTION 1 PASSED (Unanimous Voice Vote, CNV).

Mr. Knight moved that

2. ExCom recommends to the BOD that beginning SY 2025-26, the Nominating Annual Conference shall be virtual.

Mr. Knight reported that the Nominating Committee was one of the few standing committees that consistently meets in-person three times a year – in the fall and at the Winter and Annual Society Conferences. The Annual Nominating Committee meeting primarily consists of new member orientation and very few business items. There was consensus from ExCom that new member orientation could effectively be conducted virtually, and business items could be addressed at the fall meeting or via conference call.

He reported that it was suggested that other standing committees could benefit from reviewing their current meeting schedule and evaluating if in-person committee and subcommittee meetings could be transitioned to virtual meetings.

He reported that the motion was passed unanimously, CNV, by ExCom.

It was asked how the recommendation would impact the Phoenix meeting. Mr. Knight responded that it would not impact Phoenix; the first virtual Annual Conference meeting of the Nominating Committee would be June 2026.

Mr. Ellis moved and Mr. Smith seconded that

3. MOTION 2 be amended as follows:

ExCom recommends to the BOD that beginning SY 2025-26, the Nominating Committee meeting at the Annual Conference shall be virtual.

MOTION 3 PASSED (Unanimous Voice Vote, CNV).

There was discussion of the amended motion.

Mr. Littleton reported that he spoke with Ms. Scoggins, who will chair the Nominating Committee next Society Year, and she fully supports the motion.

Ms. Schopplein stated that she was unsure if the fiscal impact of \$51,000 annual savings was accurate. Mr. Knight responded that the savings would fluctuate from year to year.

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

Mr. Knight moved that

3. ExCom recommends to the BOD that the BOD conduct a BOD meeting outside of North America in Society Year 2026-27.

Mr. Knight reported that at the 2022 fall BOD meeting there was discussion of conducting a BOD meeting outside of North America every three years. There was also discussion of the possibility of conducting the BOD meeting alongside a CRC but there was consensus that this was not mandatory.

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

Spoke in favor. Three years seemed like a tight timeline.

Spoke in favor. Maybe every 5 years is a good idea. Suggested that the BOD meeting be held in Europe.

Spoke in favor. Is the \$100,000 a provisional amount or the maximum fiscal impact?

Mr. Knight responded that the budget is not part of the motion and the fiscal impact provided in the background is an estimate.

Mr. Littleton reported that the cost of the BOD meeting in Turkey was more than \$100,000 but the local chapter provided a lot of support. The goal would be to keep the cost close to \$100,000.

In Istanbul there were other activities that could have increased expenses and separating the BOD meeting from a CRC may increase costs.

The BOD made an informal pledge to host a BOD meeting outside of North America every three years so that every BOD member would have the opportunity to travel outside of the US and experience other chapters and regions. Once a location is selected, a lot of planning will need to be done.

Directors rolling off this Society Year would miss the opportunity to travel internationally. As a BOD member that attended the Istanbul meeting, it was valuable.

Spoke in favor. Opportunity to bring the BOD to members outside of the US and also gives chapters an opportunity to meet and communicate with the BOD. Opportunity to learn from members all around the world. Reported that it took about a year to plan the meeting in Turkey.

Spoke in favor. Some BOD members weren't able to attend the meeting in Turkey due to employer restrictions. Suggest ensuring that the majority of BOD members can travel to the selected location.

MOTION 3 PASSED (Voice Vote, 2 Abstentions, CNV).

Mr. Yashar and Ms. Schopplein abstained.

Ms. Schopplein stated that she supported a BOD meeting outside of North America but did not support the proposed timing.

Mr. Knight moved that

4. ExCom recommends to the BOD that \$50,000 be withdrawn from reserves to hire a consultant to create an AI strategic plan.

Mr. Knight reported that there was consensus from ExCom that Society needs a unified and thoughtful way to address AI. A consultant would provide Society with guidance on how to move forward in a comprehensive and strategic way.

He reported that a summary of AI vision, value risk and adoption were included in the ExCom report to the BOD attached to the agenda.

He reported that the withdrawal from reserves is recommended as it is a one-time cost for the betterment of Society.

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

Encouraged cautiousness. Support the idea of spending money but concerned that the value may not match the money spent, especially in the eyes of the members. What are we expecting and how confident are we that we are hiring the right person?

Mr. Knight responded that the consultant is being hired to create a strategic plan to give guidance on how AI can be used in operations, member services, and on the technical side of Society. Additional investments would be considered by the BOD.

He stated that the consultant was sorely needed. The hired consultant would have specific experience in AI for non-profits. Staff will create an RFP that will go to several consultants. If the cost exceeds what is requested here, the BOD would have to approve that.

Mr. Littleton reported that Ms. Reiniche was tasked with leading the charge and she received a proposal from one consultant with an estimate of \$25,000-35,000.

He expressed concern that if a strategic plan is not created Society will have disjointed AI initiatives. He expressed agreement that good ROI is necessary.

Spoke in favor of the motion. The BOD should always be willing to use reserves for initiatives that will benefit Society.

Spoke in favor of the motion. Would Ms. Reiniche be open to receiving feedback from the BOD on the RFP?

Mr. Littleton reported that the RFP was not final. Current and incoming BOD members are welcomed and encouraged to send comments and feedback to staff.

Spoke in favor. What is the expected timeline?

Mr. Knight reported that, if approved, the goal was to have staff start working on the RFP right away.

Mr. Littleton reported that the final RFP would have a deadline for responses and a time frame for doing the work. He stated that there is a sense of urgency. Would like to have something done in time for Phoenix but that may be a bit aggressive.

Mr. McQuade reported that any recommendations resulting from the RFP would be operating budget items that would be added to the annual budget for the BOD's review.

MOTION 4 PASSED (Voice Vote, 1 Abstention, CNV).

Mr. Yashar abstained.

Mr. Knight moved that

5. ExCom recommends to the BOD that the policy related to DRC travel to CRCs outside of their own region be changed as follows:
 - A DRC may attend one CRC outside of his/her home region as a nominee or during the first two years of service as a DRC or as a DRC nominee. The President in place at the time of the CRC takes place must approve the travel and the DRC must provide justification to the President for the request to visit the CRC.
 - No more than two visiting DRCs from outside of the host region may attend the same CRC.
 - After visiting a CRC outside of his/her home region, the DRC must provide a written summary of the lessons learned and CRC/Chapter observations so that all DRCs can benefit from the sharing of CRC best practices. The report should be posted to the DRC Basecamp.

Mr. Knight reported that the current policy allows the DRC to attend two CRCs, one each year during the first two years of service as DRC. The policy change will lower expenses and decrease DRC volunteer time commitment. Attending one other Region's CRC is sufficient to share CRC and Regional management best practices.

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

Spoke against the motion. Suggested that the fiscal impact would be \$32,000 over a three-year period; \$10,000-11,000 would be the annual savings. For many members, CRC is the only meeting they attend outside of their chapter meeting. CRCs provide great interaction for Directors, members, and CRC General Chairs.

Experience cannot be replicated by reading a report and there is already a written report provided by the junior officer.

This is already a volunteer effort, if a Director doesn't have time, they don't have to attend.

Suggested that there was no need for a motion as the President doesn't have to approve frivolous requests.

Mr. Constantinide moved that

6. MOTION 5 be amended as follows:

ExCom recommends to the BOD that the policy related to DRC travel to CRCs outside of their own region be changed as follows:

- A DRC may attend one CRC outside of his/her home region as a nominee or during the first two years of service as a DRC or as a DRC nominee. The President in place at the time of the CRC takes place must approve the travel and the DRC must provide justification to the President for the request to visit the CRC.
- ~~No more than two visiting DRCs from outside of the host region may attend the same CRC.~~
- After visiting a CRC outside of his/her home region, the DRC must provide a written summary of the lessons learned ~~and CRC/Chapter observations so that all DRCs can benefit from the sharing of CRC best practices applicable to their own region's next CRC.~~ The report should be posted to the DRC Basecamp.

Mr. Peach spoke against the motion. He stated that he understood why it was being proposed but he suggested just defeating the original motion.

Ms. Hanson spoke in favor of the motion. She stated that there will be DRCs that would benefit from attending a CRC outside of their home region. She spoke in favor of the flexibility that the amended motion provides.

MOTION 6 FAILED (8:21:0, CNV).

Discussion of the original motion resumed.

Spoke against the motion. Not aware of BOD members requesting full transportation for these CRC visits. Stated that he took two trips to CRCs outside of home region and they were the most valuable of all his travel for Society. Cutting the most valuable program in ASHRAE doesn't make sense. If changes are to be made, suggest that the program be opened up to RMCRs.

Spoke against the motion. What is the time frame for implementation? Would this impact travel to CRCs already approved?

Mr. McQuade reported that, if approved, the motion would not impact previously approved travel to CRCs.

Spoke against the motion. Was not fortunate enough to be involved in CRC planning before coming on the BOD. Stated that attending other CRCs helped his region and would like to see it continue. Don't take issue with the report; if Directors are spending Society money should be reporting back.

Spoke against the motion. Visiting Directors provide encouragement and motivation to the host chapter. Also provides support to the host DRC. Don't think the report would be referenced; the value is in the in-person attendance.

MOTION 5 FAILED (11:18:0, CNV).

Mr. Knight thanked the BOD for the thoughtful discussions and deliberations.

He reviewed information items from the report which were included in the full report and shown on the screen.

Mr. Littleton reiterated that topical conferences are profitable now. Part of the exercise was to look at the possibility of expanding topical conferences. He reported that topical conferences bring revenue and attendees outside of the traditional ASHRAE community.

Mr. Littleton reported that he and the senior leaders recently attended the DC Leadership Meetings. He reported that there were a terrific series of meetings that the Washington office team organized. He reported that there were ten meetings in a day and a half; including meetings with NIBS, GSA, Senator Mike Bennet's staff, ICC, Senator Lindsey Graham's staff, Senator Tim Scott's staff, USGBC, Senator Don Byers and his staff, Principal Deputy Assistant Secretary for Energy Efficiency and Renewable Energy at DOE – Lou Hrkman, and BOMA.

He added that USGBC would be referencing ASHRAE Standards in LEED 5.0. He also reported that Lou Hrkman was a past ASHRAE Member.

He reported that there were 54 action items coming out of the DC Leadership Meetings. He thanked Ms. Yates and her staff for organizing those meetings.

Mr. Knight also thanked Ms. Yates and her staff. He acknowledged their preparation in having bios and background information on each person and organization they met with.

NEW BUSINESS**DEVELOPMENT ROB EDITS**

Proposed changes to the Development ROB were shown on screen.

Ms. Pilot reported that the Development Committee wanted to find ways to give more members the opportunity to be involved in the committee and expand funding opportunities and outreach. The goal of the proposed changes was to break up silos within the committee. She stated that other development entities would still report to the committee and membership was opened to eight members-at-large (MALs).

Mr. McQuade moved and Mr. Craddock seconded that

7. The BOD approve recommended edits to the Development Committee Rules of the BOD (ROB) as shown in ATTACHMENT A.

Clarification on council representation was requested. Ms. Pilot reported that there was not mandatory representation from the councils proposed, but the proposed edits open the opportunity to have participation from other parts of Society.

Mr. Constantinide spoke in favor of the motion. He stated that the proposed edits included some remnants of stakeholder representation from RP and Foundation ExCom. He suggested that in the future representation could be limited to one from each of those groups to be even more inclusive.

Mr. McQuade reported that RP and Foundation ExCom representation in the past acted as liaisons. He stated that the idea was to get more MALs on the committee to provide support and get things done.

It was asked that liaisons could be non-voting members and only four MALs could be added. It was stated that four additional members would be substantial for any committee.

Ms. Pilot responded that RP and Foundation are significant fundraising entities and equal representation on the Development Committee was important. The liaisons represent different informational components, and the proposed edits reflect the will of the Development Committee.

Mr. Alphonso spoke in favor of the motion. He stated that a lot of thought went into the recommendation. He stated that development is a lot about the ask and the eight MALs would be able to make the ask.

MOTION 7 PASSED (Voice Vote, 1 Abstention, CNV).

Mr. Leong abstained.

EXECUTIVE SESSION

Executive session was called at 10:45 am.

Open session reconvened at 11:53 am.

UPCOMING MEETING

Mr. Knight reviewed the BOD's upcoming meetings.

ADJOURNMENT

The meeting adjourned at 11:56 am.



Jeff H. Littleton, Secretary

ATTACHMENTS:

A. Proposed DEV ROB Edits

MOTION: That the Board of Directors approve edits to the ROB, section 2.434 *Development Committee*, as noted below:

2.434 DEVELOPMENT COMMITTEE

2.434.001 SCOPE AND PURPOSE

This committee provides oversight, direction, and coordination of fundraising activities. The goal of the committee is to improve the effectiveness of fundraising and expand fundraising opportunities as directed by Society leadership.

2.434.002 MEMBERSHIP

2.434.002.1 Composition

(16-06-29-33)

The members of this committee are as follows:

- A. ~~Fourteen-Fifteen~~ (145) voting members shall include:
 1. One Chair
 2. ~~One-Two~~ (2) Vice Chairs
 3. ~~Three-(3)-Two~~ (2)-members of the Research Promotion ExCom
 4. ~~Three-(3)-Two~~ (2)-members of the Foundation Board ExCom
 5. ~~One member of the Scholarship Trustees~~
 6. ~~One member of the College of Fellows~~
 7. ~~One member of the Life Members Club~~
 8. ~~Three-(3)~~ ~~Eight~~ (8) Members at Large

Nonvoting members include the coordinating officer.

2.434.002.2 Qualifications

(16-06-29-33)

- A. The Chair, Vice Chair~~s~~, and Members at Large should have served on the Research Promotion Committee, Foundation Board or should have significant Society leadership experience.
- B. Members should be considered for their fundraising and marketing expertise.

2.434.002.3 Term of Service

(16-06-29-33)

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

2.434.003 OPERATION

2.434.003.1 General Requirements (23-05-22-02)

- A. This committee shall report to the Finance Committee.
- B. This committee is responsible for improving the effectiveness of ASHRAE fundraising activities.
- C. This committee will make better use of volunteer resources related to fundraising activities.
- D. This committee will be responsible for coordinating fundraising activities, among RP, Foundation, LMC, COF, and Scholarship Trustees.
- E. This committee shall align Society strategic objectives with fundraising goals.
- F. This committee shall respond to Society directives for fundraising programs.
- G. This committee is responsible for providing uniform internal and external branding and communications strategies related to fundraising efforts.

2.434.004 STRATEGIC PLAN

At a minimum, the committee shall submit a report through the ~~ASHRAE Executive Finance~~ Committee to the Board of Directors at the Annual Meeting. The report shall include the current status of activities that raise funds to support ASHRAE's strategic initiatives.

Commented [DM1]: The committee would like to add a 2nd vice-chair to assist with the work of the committee. And strengthen our succession plan for the committee.

Commented [DM2]: See previous comment.

Commented [DM3]: Editorial, the word "the" was deleted with a previous revision.

Commented [DM4]: The Development Committee now reports to Finance Committee, therefore all our reporting structure should be through the finance committee.

BACKGROUND: Recommended edits were approved unanimously by the Development Committee. SRC also reviewed and approved the first draft of recommended ROB edits. The Development Committee made additional edits to the *Membership* section of the ROB following this initial review.

If approved, the recommended edits will be implemented July 1, 2025 and were shared with the President-Elect prior to the spring appointments meeting.

FISCAL IMPACT: Minimal; \$5,000 or less annually for transportation reimbursement. Most members appointed to the Development Committee serve on other standing committees as well so reimbursement expenses would be shared.

STAFF IMPACT: None.