



MINUTES

BOARD OF DIRECTORS MEETING

Tuesday, November 11, 2025

Approved by the Board of Directors on February 1, 2026.

TABLE OF CONTENTS
Board of Directors Meeting
Tuesday, November 11, 2025

CALL TO ORDER.....	2
VALUE STATEMENT.....	2
ROLL CALL/INTRODUCTIONS.....	2
REVIEW OF MEETING AGENDA.....	2
REVIEW OF ACTION ITEMS.....	2
APPROVAL OF MINUTES.....	2
EXCOM REPORT TO THE BOD.....	2-6
COUNCIL REPORTS TO THE BOD.....	6-7
MEMBERS COUNCIL.....	6-7
TECHNOLOGY COUNCIL.....	7
FINANCE COMMITTEE REPORT.....	7-10
DISCUSSION OF FALL 2026 BOD MEETING LOCATION.....	10-11
MEMBERSHIP MODEL UPDATES.....	11-
ONGOING MMAH.....	11
SOCIETY RULES COMMITTEE REPORT.....	11-12
UPCOMING MEETINGS.....	12
ADJOURNMENT.....	12

PRINCIPAL APPROVED MOTIONS

Board of Directors Meeting
Tuesday, November 11, 2025

No. - Pg.	Motion
1 – 2	The open session minutes from the June 22, 2025 and June 25, 2025 BOD meetings be approved.
2 – 2	The Executive Committee requests that the Board of Directors approve the formation of a new standing committee called the Indoor Environmental Quality Center of Excellence (IEQ CE) beginning February 1, 2026.
3 – 3	The Executive Committee recommends to the Board of Directors that a DEI Standing Committee be created that reports to Members Council and that the DEI Subcommittee to the BOD be eliminated.
4 - 5	<p>MOTION 3 be amended as shown below:</p> <p>The Executive Committee recommends to the Board of Directors that a DEI Standing Committee be created that reports to Members Council <u>and that the DEI Subcommittee to the BOD be eliminated.</u></p>
6 - 6	<p>Members Council recommends to the Board of Directors that the following revisions to the Rules of the Board (ROB) be approved.</p> <p>2.105.009 College of Fellows (23-05-22-02/97-01-30-39/14-01-22-06)</p> <p>ASHRAE shall establish a College of Fellows to improve the status of Fellows and their activity in the Society. The College of Fellows shall report directly to Members Council.</p> <p>2.105.009.01 Scope and Purpose The College of Fellows shall perform services to increase ASHRAE and ASHRAE Fellow membership, to provide expertise when needed, to mentor students and young members, to share knowledge and experience with chapters and other grassroots organizations, to communicate ASHRAE practices and resolve issues within the HVAC/R industry, and to support ASHRAE in conducting special technical activities.</p> <p>2.105.009.02 Membership Newly elected Fellows shall become members of the College of Fellows effective on the date that they are elevated to the rank of ASHRAE Fellow. The COF Executive Committee (COF-ExCom) shall be comprised of the COF President, the COF President-Elect, the COF Treasurer-<u>Secretary</u>, the COF Secretary, <u>the COF Member at Large</u>, and the COF Immediate Past President.</p>
7 - 7	Finance Committee recommends to the Board of Directors (“BOD”) a proposed dues increase in Society Year 2026-2027 to \$290 for Full Members and proportionately all other membership dues grades that are calculated based on a percentage of Full Member dues. Refer to ATTACHMENT B which outlines the recommended Society Year 2026-2027 dues by membership grade.
8 - 9	MOTION 7 be amended as shown below:

	Finance Committee recommends to the Board of Directors (“BOD”) a proposed dues increase in Society Year 2026-2027 to \$297 <u>\$290</u> for Full Members and proportionately all other membership dues grades that are calculated based on a percentage of Full Member dues. Refer to ATTACHMENT B which outlines the recommended Society Year 2026-2027 dues by membership grade.
9 – 11	The Society Rules Committee recommends to the Board of Directors that changes to the ASHRAE Bylaws be approved as presented in ATTACHMENT C.

ACTION ITEMS

Board of Directors Meeting
Tuesday, November 11, 2025

No. - Pg.	Responsibility	Summary of Action	Status	Goal Date
1 – 2	Seymour	Investigate the recommendation to leverage Society's membership numbers to negotiate better rates and chapter access to more technology platforms. (Assigned June 22, 2025)		
2 – 2	ExOs	Remind committees of the Society budget approval timeline. (Assigned June 25, 2025)		



MINUTES

BOARD OF DIRECTORS MEETING

Tuesday, November 11, 2025

MEMBERS PRESENT:

Bill McQuade, President
Sarah Maston, President-Elect
Ashish Rakheja, Treasurer
Devin Abellon, Vice President
Ken Fulk, Vice President
Trent Hunt, Vice President
Andres Sepulveda, Vice President
Jeff Littleton, Secretary
Charles Bertuch, Region I DRC
Genevieve Lussier, Region II DRC
Sherry Abbott-Adkins, Region III DRC
Heather Platt Gullledge, Region IV DRC
Julia Timberman, Region V DRC
Maggie Moninski, 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
Jason Alphonso, Region XII DRC
Ching Loon Ong, Region XIII DRC
Mahroo Eftekhari, Region XIV DRC
Pankaj Dharkar, Region XV DRC
Bassel Anbari, RAL DRC
Carrie Brown, DAL
Doug Cochrane, DAL
Steve Kujak, DAL
Pat Marks, DAL
Dan Nall, DAL
Mike Pouchak, DAL
Heather Schopplein, DAL

GUESTS PRESENT:

Bill Klock
Chandra Sekhar
Franco D'Atri

Guto Rios
Kelly Williams
Spencer Morasch
Wade Conlan

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
Craig Wright, Director of Finance

Jeanette McCray, Manager – Young Professionals + Students
Leigh Lain Walker, Manager – Building Decarbonization
Rhiannon Masterson, Manager – Chapter Programs
Selina Parks, Manager – Conference Services

CALL TO ORDER

The meeting was called to order at 8:00 am.

VALUE STATEMENT

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

REVIEW OF ACTION ITEMS

Action item 1 was reported as ongoing. Ms. Seymour reported that staff reached out to the member who made the comment during the open addresses to the BOD for additional information.

Action item 2 was reported as complete. It was reported that the Historical Committee took action to address concerns from regional and chapter chairs. The committee updated existing information and is committed to providing a quarterly newsletter to grassroots volunteers. Thus far, those changes have been well received.

Action item 3 was reported as complete. It was reported that the Conference team would provide an update at the 2026 Winter Conference.

Action item 4 was reported as ongoing.

Action item 5 was reported as complete.

APPROVAL OF MINUTES

It was moved and seconded that

- 1. The open session minutes from the June 22, 2025 and June 25, 2025 BOD meetings be approved.

MOTION 1 PASSED (Unanimous Voice Vote, CNV).

EXCOM REPORT TO THE BOD

Mr. McQuade reported on behalf of the ExCom. The full report was attached to the agenda and was shown on screen.

Mr. McQuade moved that

- 2. The Executive Committee requests that the Board of Directors approve the formation of a new standing committee called the Indoor Environmental Quality Center of Excellence (IEQ CE) beginning February 1, 2026.

AI 1-2

Mr. Conlan reported on behalf of the IEQ Hub Strategic Evaluations Ad Hoc. He reviewed the presentation that was shared with ExCom; it was shown on screen and is included in ATTACHMENT A.

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

Spoke in favor of the motion. Requested clarification on the financial impact.

Mr. Conlan reviewed the presentation slides with the range of fiscal impact as well as the staff impact. He advised that Ms. Reiniche assisted with the staff background information provided. The current financial impact does not include outside funding opportunities.

Stated that Society can't be everything to everybody. Suggested that Society partner with other organizations in order to be truly global; growing out "tent" and global footprint.

Mr. McQuade suggested that the recommendation would be for Society to work with other such organizations moving forward; many of them help us do things that Society doesn't do. To that point, if Society better coordinates with other organizations, we will be able to better define "swim lanes."

Spoke in favor of the motion. Believe this is overdue. What happens beyond the 2028 Society Year regarding funding?

Mr. Conlan advised that the funding approach would be similar to how CEED was handled.

Spoke in favor of the motion. Developing economies are looking for this type of guidance and information.

Based on discussions in another ad hoc, Society has a long way to go and this is needed to reach our goals.

Spoke in favor of the motion. One of the most critical goals down the road is to create an adoptable standard that can be adopted worldwide.

Agreed with the previous comment. It is a clear need, and a priority of this group will be to get such a standard in daylight sooner rather than later.

Spoke in favor of the motion. Suggested that the long-term return on investment would be high and would create stronger branding for Society.

It was asked if societies that are normally involved with the portions of IEQ that do not fall within the normal four competencies of IEQ. Mr. Conlan responded that there are technical groups within Society that speak to that. There are organizations that Society could partner with, they are not listed in the recommendation for concern that one would be erroneously left off. The intent is to engage with those groups that Society feels are renowned experts.

MOTION 2 PASSED (Unanimous Voice Vote, CNV).

Mr. McQuade moved that

3. The Executive Committee recommends to the Board of Directors that a DEI Standing Committee be created that reports to Members Council.

Mr. Rakheja summarized the reason for his negative vote at the ExCom meeting. He stated that he supported DEI and Society's DEI work, but DEI is a culture and a standing committee isn't required to enforce culture. He suggested that the proposed funds could be diverted to the BOD DEI Subcommittee to further their work.

Mr. Fulk summarized the reason for his abstention during the ExCom vote. He stated that he felt the work could be done by one committee and that two were not needed. He expressed that he liked the current structure with the BOD DEI Subcommittee and stated that he understood that the subcommittee was providing support to the grassroots members already. He also expressed that he had concerns over included language that could allude to quotas.

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

Spoke in favor of the motion. Would there be a way to phase out the DEI Subcommittee if this standing committee were approved?

Mr. McQuade confirmed that the option would definitely be on the table.

Did not speak for or against the motion. Expressed that ASHRAE had always been a safe place. Understand that there are cultural differences but fundamentally, we are an engineering society working towards bettering the built environment as well as each other. With the current political climate, how can we safely have a committee under a different name so we don't become a target of losing governmental funding? See and recognize the value but see both sides.

Spoke against the motion. Suggested that this falls within the scope and purpose of the MP Committee. Additionally, the Planning Committee is doing extensive long-term planning on the heels of the 2030 ad hoc recommendations.

Expressed support for DEI work in Society. Is a standing committee needed? Suggested that Society should be careful how the message of a new committee is relayed so as not to give the impression that Society is not currently doing the job well. From a procedural point of view, should it be included in the motion that Society will stop other activities related to DEI work?

Spoke against the motion. Expressed concern over the structure, roles, and responsibilities. Members Council is becoming very large and a lot of staff and fiscal resources are allocated there. Expressed concern with the frequency of changes to the structure and the impact to fiscal and staff resources. In favor of DEI and, as DRC, have assigned DEI chairs to do that important work.

Spoke in favor of the motion. The DEI Subcommittee discussed this recommendation and unanimously supported it. He stated that the need for support had outgrown what the subcommittee could provide. He suggested that it was important for Society to be on the same page at all levels and ensure that a consistent message is being delivered. He reported that the DEI Subcommittee did a deep dive into the possibility of changing the group's name and a presentation was made to the BOD outlining why the name should not change.

Spoke in support of the recommendation. Expressed that two DEI committees were not needed. Stated that there were lots of cases where committees bring recommendations forward through standing committees, to councils, and then to the BOD; a DEI standing committee under

Members Council could do that very easily. The BOD has an obligation to have an efficient structure. Support this recommendation and would hope that the BOD would follow this recommendation with one to eliminate the BOD DEI Subcommittee.

Reviewed the scope and purpose of the recommendation as well as the current gaps in reporting and responsibilities. Stated that assuming responsibility for Women in ASHRAE is a big item that hasn't been discussed and wanted to bring that to the group's attention.

Mr. Rakheja moved and it was seconded that

4. MOTION 3 be amended as shown below:

The Executive Committee recommends to the Board of Directors that a DEI Standing Committee be created that reports to Members Council and that the DEI Subcommittee to the BOD be eliminated.

Mr. Hunt moved that

5. MOTION 4 be called to question.

MOTION 5 FAILED (18:12:0, CNV).

Discussion of the amended motion resumed. A summary of that discussion is below:

Want to point out that if this amendment goes through, a grassroots committee would be in charge of DEI efforts at the council level. Not sure it is effective for a grassroots committee to oversee what is happening at three councils.

The original motion has a better chance of passing if the amendment passes.

Spoke against the motion. The proposed standing committee and the BOD DEI Subcommittee have different charges; suggested that the subcommittee would be better able to focus on high level.

Spoke in favor of the motion. Members Council has a duty to make recommendations to the BOD and this committee would report to the council. Expressed the opinion that a second committee was not needed.

MOTION 4 PASSED (26:4:0, CNV).

There was discussion of amended MOTION 3. A summary of that discussion is below:

There was consensus that the BOD DEI Subcommittee would stay in place until July 1, 2026.

Spoke against the motion. From an optics standpoint, it looks like we are toggling back and forth as opposed to maintaining a firm position. Suggested that members may leave Society based on negative optics. Stressed that the BOD needed to think through the optics of the recommendation.

With the removal of the BOD DEI Subcommittee, would this change the structure to the new group and would that change affect the fiscal impact?

Ms. Maston reported that there would not be changes to the proposed make-up of the DEI standing committee. If approved, the new standing committee would be added to the spring appointments process. She stated that BOD members could be added to the new committee, but the intent was that committee composition remain as proposed and presented here with six members total.

It was clarified that if the motion on the floor were to fail, the BOD DEI Subcommittee would remain in place.

AMENDED MOTION 3 PASSED (28:2:0, CNV).

Mr. McQuade thanked the BOD for the good discussion.

He reviewed information items from the report.

COUNCIL REPORTS TO THE BOD

MEMBERS COUNCIL

Ms. Maston reported on behalf of the council. The full report was attached to the agenda and shown on screen.

Ms. Maston moved that

6. Members Council recommends to the Board of Directors that the following revisions to the Rules of the Board (ROB) be approved.

2.105.009 College of Fellows

(23-05-22-02/97-01-30-39/14-01-22-06)

ASHRAE shall establish a College of Fellows to improve the status of Fellows and their activity in the Society. The College of Fellows shall report directly to Members Council.

2.105.009.01 Scope and Purpose

The College of Fellows shall perform services to increase ASHRAE and ASHRAE Fellow membership, to provide expertise when needed, to mentor students and young members, to share knowledge and experience with chapters and other grassroots organizations, to communicate ASHRAE practices and resolve issues within the HVAC/R industry, and to support ASHRAE in conducting special technical activities.

2.105.009.02 Membership

Newly elected Fellows shall become members of the College of Fellows effective on the date that they are elevated to the rank of ASHRAE Fellow. The COF Executive Committee (COF-ExCom) shall be comprised of the COF President, the COF President-Elect, the COF Treasurer-~~Secretary~~, ~~the COF Secretary~~, ~~the COF Member at Large~~, and the COF Immediate Past President.

Ms. Maston reported that the current President of the College of Fellows reached out and advised that things had been working well doing it as proposed.

She reported that the recommendation would combine the secretary and treasurer position and a member-at-large would be added.

Mr. Pouchak reported that he served on the COF ExCom as immediate past president. He reported that recommendation was the way that the COF had been operating. He reported that the intent of the MAL was to have the officers and representatives of the COF would sit on the COF ExCom.

MOTION 6 PASSED (Unanimous Voice Vote, CNV).

Ms. Maston reviewed information items from the report. She reported that five new sections were approved and several were dissolved. She reported that the council had significant discussion of the DEI standing committee recommendation.

TECHNOLOGY COUNCIL

Mr. Abellon reported on behalf of the council. The full report was shown on screen and attached to the agenda.

He reported that there were no recommendations for the BOD's consideration.

He reported that there were a number of information items included for the BOD's review. He reported that all of the committees had been hard at work since the Annual Conference. Standards Committee proposed a new standard that the council previously approved the TPS for.

He reported that there was a lot of work being done on position documents and there were lots of revisions underway. The goal is to have several revisions ready for approval in Las Vegas.

He reported that RBC was working hard in preparation for an upcoming stakeholder workshop.

FINANCE COMMITTEE REPORT

Mr. Rakheja reported on behalf of the committee. The full report was attached to the agenda and shown on screen.

Mr. Rakheja moved that

7. Finance Committee recommends to the Board of Directors ("BOD") a proposed dues increase in Society Year 2026-2027 to \$297 for Full Members and proportionately all other membership dues grades that are calculated based on a percentage of Full Member dues. Refer to ATTACHMENT B which outlines the recommended Society Year 2026-2027 dues by membership grade.

Mr. Rakheja reported that while computing the full member dues for SY 2026-27, the Finance Committee calculated the increase since SY 2024-25 for a 24-month period as the dues were not increased in SY 2025-2026. The Finance Committee also looked at an early draft budget of SY 2026-2027 to assess the need for an increase in membership dues to ensure a balanced budget for SY 2026-2027. The three methods (formula, CPI, and draft budget) provided upper and lower bounds (\$45 and \$15) within which discretion can be used to determine an agreeable dues increase amount. The Finance Committee felt the increase should be kept at the lower bound for the net fiscal year in view of the current good financial standing of the Society.

He reported that next SY would be the first time that Society saw a benefit of the Future Fund. Finance Committee is anticipating that earnings from the Future Fund would offset dues by \$3 creating a net increase of \$12. If approved, the new amount for full dues paying members would be \$297.

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

Exciting to see that the Future Fund is doing what we hoped it would. Do we have an understanding of when dues increases will be fully offset by the Future Fund? Supported not increasing dues last time but feel it would help if the recommendation is approved that we advise that the Future Fund is offsetting that increase. Do we have any idea of what that will look like long term?

Mr. Rakheja responded that it would take some time for the Future Fund to get to that point. The fund will grow rapidly once endowments are received; hope to see that in the future but cannot put a date on that at this time.

Spoke against the dues increase. Before we start asking members to pay more money, suggest taking a hard look at Society's current structure for inefficiencies and look for opportunities to modernize. Suggested that raising dues in the same year that an international BOD meeting is held was not good optics. Suggested that the MMAH recommendations be given time to have an impact before dues are increased. Suggested that the BOD look at Society's current structure and find creative ways to increase revenue.

It was stated that dues were not raised in the current SY and the BOD did not have the fiscal discipline to balance the budget. Expressed that the BOD has a fiscal responsibility to balance the budget every year. Suggested that if dues were not increased, the BOD would need to have discipline as it related to spending.

Spoke in favor of the motion. Suggested that Society review its dues structure. Have been keeping statistics since serving on the MP Committee over a decade ago and every time there is a dues increase there is a drop in the number of members. Suggested that the increase was higher than the cost of living. Suggested that Society's overall budget should be reduced as the same number of members weren't being serviced; can't have the same machine ten years later but serve fewer members. Suggested that an ad hoc be formed to review society's structure and consolidate committees.

Mr. Rakheja reported that the Finance Committee was looking at ways to reduce waste and lower expenses.

Suggested that streamlining should be a continuous process and not one that is done every once in a while.

Spoke against the motion. Suggested that increasing membership fees would cause members to not renew their membership. Stated that the increase is more than a week's salary in some places. Suggested that an international exhibition be organized alongside the 2026 fall BOD meeting to generate additional revenue.

Additional information on the \$3 offset from the Future Fund was requested. Mr. Wright (Craig) reported that the \$3 was an estimate. He reported that the Future Fund just started to earn income in February 2025. The Finance Committee is working from estimates until the budget is finetuned over the next few months.

He reported that the \$3 estimate provided was a good figure. In about five months, we will know what the income generated from the Future Fund will be. This is the first year the fund earned income so we will have a better idea of income generated moving forward.

Spoke against the motion. Suggested that RAL would suffer the most if the motion were to pass. At each RAL CRC there are chapters requesting that fees be reduced. RAL is facing serious competition from other organizations in the region. Suggested that member dues be frozen for five years and if there is an increase tap into the Future Fund or General Reserves to offset the increase.

Spoke in favor of the motion. Expressed that it was disheartening to see membership numbers decrease.

Spoke against the motion. Not in favor of increasing membership dues if there are no plans to address savings. Suggested that the BOD needed to take action and develop a savings plan.

Stated that dues look backwards at costs that were incurred in the previous year and in the spring the budget is reviewed to ensure it balances. Suggested that the BOD had a duty to balance the budget every year.

Spoke against the motion. The proposed increase in the fee goes against the justification. Suggested that the membership fee is a barrier to membership recruitment.

Mr. Wright (Buzz) moved and Mr. Peach seconded that

8. MOTION 7 be amended as shown below:

Finance Committee recommends to the Board of Directors ("BOD") a proposed dues increase in Society Year 2026-2027 to ~~\$297~~ \$290 for Full Members and proportionately all other membership dues grades that are calculated based on a percentage of Full Member dues. Refer to ATTACHMENT B which outlines the recommended Society Year 2026-2027 dues by membership grade.

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

Reported that the MMAH recommendations would not go into effect until July 1, 2027; the model will benefit a lot of members outside of North America. There will be a deficit associated with the new model in the first one to two years. Not increasing the dues this year could increase the deficit further down the road.

If approved, the Finance Committee would need to make up the additional \$7 from other means. Suggested that the dollar amount pulled from the Future Fund be increased to \$10.

Suggested that spending could be reduced in other areas.

Spoke in favor of the amendment. Suggested that there was a level of protection around the Future Fund that should be applied to dues.

MOTION 8 PASSED (20:10:0, CNV).

Discussion of amended MOTION 7 resumed. A summary of that discussion is below:

Suggested that it did not make sense to allow the Future Fund and General Reserves to just grow and grow.

It was reported that the Future Fund was an endowment that would, at some point in the future, allow Society to withdraw funds from the earnings of the endowment. The Future Fund provides Development with an opportunity to solicit funds and grow the endowment, much like an endowment at a university. The Future Fund is designed for one-time projects and the General Reserves was meant to be a buffer against hard financial times.

Suggested that a clear upper limit be applied to the Future Fund so it does not continue to grow without being utilized. Expressed concern that Society could lose money overall if members do not renew as a result of this increase.

It was asked and reported that the Future Fund had earned \$80,000 YTD and was currently making around \$10,000 each month, not including market appreciation. Future Fund income includes dividends and fixed income.

It was asked and reported that there was up to \$140,000 available in the Future Fund.

AMENDED MOTION 7 PASSED (24:6:0, CNV).

Mr. Rakheja thanked Mr. Sekhar and the Finance Planning Subcommittee for their great work.

DISCUSSION OF FALL 2026 BOD MEETING LOCATION

Ms. Maston reported that slides outlining potential locations for the 2026 fall BOD meeting were attached to the agenda. She reported that Mr. Craddock compiled a spreadsheet that provided general cost estimates, with flights, for each of the five proposed locations.

DRCs from each of the proposed locations spoke briefly about the benefits of hosting the BOD meeting in their region.

Ms. Eftekhari suggested that DRCs should have been asked for an estimated total cost to be included as part of their proposal. She reported that Timisoara, Romania was selected as the Region XIV CRC location prior to these proposals being solicited. She expressed that Romania was a beautiful country with great history.

Mr. Dharkar reported that travel costs for New Delhi, India may be higher, but the Region was confident that there would be extraordinary financial support from local industry. He reported that New Delhi was easy to access from anywhere in the world.

Mr. Anbari reported that the registration fee for the event in Cairo, Egypt would include hotel costs as well. Additionally, the Region would secure sponsors to help offset the cost to Society. He stated that Cairo was the center for African members and offered the BOD an opportunity to see expansion in Africa firsthand. There would also be ample opportunity for the BOD to interact with industry leaders and government officials.

Mr. Alphonso reported that Brasilia, Brazil would provide the BOD its first opportunity to travel to South America. Suggested that a BOD meeting in Brasilia would enhance the mission and vision of the Society. He reported that the trip would be two to three days long and the BOD would have opportunities to

interact with CONFEA as well as the Brazilian government, including the Ministry of Health and the Ministry of Climate Change.

Mr. Sanders reported that hosting the BOD meeting in Guadalajara, Mexico would afford the BOD the opportunity to align with and participate in AHR Mexico.

Mr. Littleton stated that from a planning standpoint, it was important to know if the BOD intended to cover expenses for significant others as well.

Mr. McQuade asked members to send feedback to Ms. Maston on the five proposed locations as well as the issue of BOD companions attending. He advised that the feedback would be compiled and reviewed by ExCom as part of the decision-making process.

MEMBERSHIP MODEL UPDATES

ONGOING MMAH

Mr. Fulk reported on behalf of the MMAH. The full report was attached to the agenda and shown on screen.

He reported that the recommendations from the MMAH were added to the CRC presentation; comments were submitted and most were very positive. The ad hoc developed additional recommended changes to the membership categories based on member feedback.

He reported that the proposed tier structure had been applied to all categories of membership. A chart was provided that outlined the new proposed structure.

He suggested that no action or vote was necessary at this time but asked if the additional changes were an acceptable path forward. There was no objection from the BOD.

Mr. McQuade reported that Finance Committee ultimately makes the recommendation on dues but that the proposed changes were a good start. He thanked the ad hoc for following up on feedback received from the members.

SOCIETY RULES COMMITTEE REPORT

Mr. Abellon reported on behalf of the committee. The full report was attached to the agenda and shown on screen.

Mr. Abellon moved that

9. The Society Rules Committee recommends to the Board of Directors that changes to the ASHRAE Bylaws be approved as presented in ATTACHMENT C.

Mr. Abellon reported that the BOD approved recommendations presented by the MMAH; since that time, SRC has worked closely with the MMAH and staff to draft the necessary edits to the Bylaws. He reported that edits in red and black were provided by the MMAH and edits in blue were provided by SRC.

He thanked the chair and vice chair of SRC for attending this entire meeting to be present for this discussion. He reported that the recommended edits needed to be approved by the BOD before consideration by the full membership on the spring ballot.

Mr. Abellon was asked about references to items being “set by the BOD;” he reported that verbiage was generally used to allow the BOD flexibility in making adjustments without having to initiate a Bylaws change.

MOTION 9 PASSED (Unanimous Voice Vote, CNV).

Mr. McQuade thanked Mr. Abellon and SRC for their great work.

UPCOMING MEETINGS

Mr. McQuade reviewed dates and times for upcoming BOD meetings. He advised that agenda items not covered at this meeting would be added to the December BOD meeting agenda.

ADJOURNMENT

The meeting adjourned at 11:26 am without objection.

Jeff Littleton

Jeff H. Littleton, Secretary

ATTACHMENTS:

- A. IEQ Hub Strategic Evaluations Ad Hoc Report to ExCom
- B. Proposed SY26-27 Dues Rates by Category
- C. Proposed Changes to Bylaws



**IEQ Hub Strategic
Evaluations Ad Hoc
Report to
Board ExCom
November 10, 2025**

Charge to the IEQ Hub Strategic Evaluations Ad Hoc

The Hub will determine if there is a need for an IEQ Board Subcommittee.

- Define the “why”
 - The unique ability of ASHRAE to bring all facets of IEQ together
 - The need to be elevated to be seen as equivalent to CEBD
- Define the “what”
 - ASHRAE’s strategic direction for IEQ
 - Advance the health of building occupants providing resources
 - Collaborate with the CEBD
- Define the “how”
 - Organizational structure
 - Interaction within ASHRAE and outside of ASHRAE to raise stature
 - Strategic coordination with the CEBD.



Does ASHRAE need a new Standing Committee?

“I’m not interested in preserving the status quo; I want to overthrow it.”

-Niccolo Machiavelli



Why Is This Important?

- ❖ Humans spend 90% of lives indoors!.
- ❖ Aging populations, climate stressors and rising healthcare costs make good accessible IEQ guidance urgent!
- ❖ We've been a leader since the 1890s setting minimum ventilation rates.



We need to maintain a leadership position!

Why do we need a new Standing Committee?

- Current structure isn't working.
- IEQ is at the heart of ASHRAE's vision and is reaffirmed in the 2025-2028 Strategic Plan.
- IEQ needs the same level of priority as decarbonization and energy objectives.
- ASHRAE is uniquely qualified with deep technical expertise and global community.



Industry Is Asking For A Leader!



How did we reach our recommendation?

The following were reviewed and considered:

- Current ASHRAE structure
- How IEQ responsibilities are distributed
- Absence of Single Body setting strategic priorities
- Visibility and authority of IEQ
- Drive for internal alignment and external impact
- ASHRAE's expertise (energy and IAQ)



EHC Responsibilities Moving Forward

- Develop trends and gaps report
- Develop policy documents (as needed and suggested by IEQ CE)
- Develop position documents
- Manage ASHRAE Journal IAQ Column
- Maintain Handbook Chapter on Environmental Health
- Propose conference programs
- Lead IEQ Conference programming and planning (with CEC)
- Update website content
- Administer EHC Award
- Communicate policy briefs
- Review RTARs
- Interface 241 and assigned Position Documents



Responsibilities Moved to IEQ Center of Excellence

1. Develop roadmap and strategic plan.
2. Recommend new activities (product development, future challenges).
3. Recommend IEQ policy documents
4. Prioritize IEQ research topics
5. Expedite education resources and review courses
6. Oversee harmonization of IEQ across Society
7. Coordinate with External Organization
8. Work with the CEBD



Impact on Other Functional Groups



- Functional Groups will be influenced only by strategic guidance from the IEQ CE without changes to their titles or responsibilities.
- Unlike EHC, other groups have no detailed responsibility changes; transition mainly affects EHC and IEQ CE.



IEQ Center of Excellence

Structure, Primary Responsibilities, Project Priorities and
Success Indicators

Organizational Structure

The structure will mirror the CEBD structure and report to Board ExCom.

Voting Members:

- Chair and Vice Chair.
- Two voting members outside of the US and Canada.
- Two voting representatives from major stake holder organizations or a public health officials with IEQ expertise outside of ASHRAE's core scope.
- A past Chair of the Environmental Health Committee.
- A current member of the Environmental Health Committee.

Liaisons:

- One from each Council
- One from CEBD
- Additional outside organizations

Primary Responsibilities



Strategy. Provide strategic direction for ASHRAE IEQ activities. Develop and prioritize strategic initiatives that accelerate and advance IEQ on a global basis.



Thought Leadership. Monitor emerging issues and trends to ensure that ASHRAE remains relevant and the forefront leader in IEQ.



Collaboration. Coordinate joint initiatives, events, and projects with organizations whose work is complementary to ASHRAE's IEQ activities to accelerate and advance building IEQ.



Public Policy, Advocacy and Outreach. Work with Government Affairs and outside organizations to provide reliable technical information on IEQ to policymakers, media, and the public. Develop policy and outreach programs to address major IEQ issues through initiatives and programs being proactive and not reactive.

Project Priorities

- ❖ Develop an IEQ Roadmap – Society level that frames IEQ priorities, milestones and advocacy messaging.
- ❖ Expedite the development of a health-based IEQ Standard.
- ❖ Harmonize IEQ across the Society.
- ❖ Align IEQ CE and CEBD.
- ❖ Facilitate and expedite (develop) education Resources.
- ❖ Assisting and coordination of IEQ Activities



Year-1 Success Indicators



- ✓ Expedited IEQ Standard
- ✓ IEQ Roadmap with one-pager
- ✓ Harmonization guidance adopted
- ✓ IEQ Level I Course launched; Level II in development.

Motion and Fiscal Impact

That the Executive Committee requests that the Board of Directors approve the formation of a new standing committee called the Indoor Environmental Quality Center of Excellence (IEQ CE) beginning February 1, 2026.

Fiscal Impact: \$232,00 to \$272,000 between SY 25-26, SY 26-27 and SY 27-28 using the General Reserves Fund or Futures Fund.

Staff Impact: Approximately 600 hours between February 2026 and July 2028 using existing staff team.



Fiscal and Staff Impact Per Society Year

FUNDING REQUESTED GENERAL RESERVES

SY 25-26:

Fiscal: \$20,000 to \$90,000

Staff: Approximately 20-30 hours for remaining deliverables.

SY 26-27:

Fiscal: \$91,000

Staff: Approximately 370 hours

SY 27-28:

Fiscal: \$71,000 to \$91,000

Staff: Approximately 270 hours



Questions?



Membership Dues

	FY 2025-26		FY 2026-27		
	(Current)		(Proposed)		
<u>Full/Associate/Fellow Grade</u>					
Regular	\$	285	\$	297	
Developing Economy	\$	170	\$	175	60.0% Should be 65% of Regular per Finance Reference Manual
<u>Affiliate Grade</u>					
Regular					
Year 1	\$	70	\$	75	25.0% of Full Member Dues
Year 2	\$	105	\$	110	37.5% of Full Member Dues
Year 3	\$	145	\$	150	50.0% of Full Member Dues
Developing Economy					
Year 1	\$	45	\$	45	25.0% of Dev. Eco. Member Dues
Year 2	\$	65	\$	65	37.5% of Dev. Eco. Member Dues
Year 3	\$	85	\$	90	50.0% of Dev. Eco. Member Dues
<u>Student Grade</u>					
Regular	\$	30	\$	30	10.0% of Full Member Dues
Developing Economy	\$	15	\$	15	50.0% of Student Member Dues
<u>Student Transfer Program (SmartStart)</u>					
Regular					
Year 1	\$	30	\$	30	100.0% of Student Member Dues
Year 2	\$	105	\$	110	37.5% of Full Member Dues
Year 3	\$	145	\$	150	50.0% of Full Member Dues
Developing Economy					
Year 1	\$	15	\$	15	100.0% of DE Student Grade Member Dues
Year 2	\$	65	\$	65	37.5% of Dev. Eco. Member Dues
Year 3	\$	85	\$	85	50.0% of Dev. Eco. Member Dues
<u>Retired</u>					
Regular	\$	45	\$	45	15.0% of Full Member Dues
Developing Economy	\$	25	\$	25	50.0% of Retired Member Dues
Life	\$	-	\$	-	

****Rounded up/down to closest 0 or 5**

Compiled Bylaws Changes

(comprehensive list) as of October 22, 2025

In attachment B, edits made as a direct result of changes approved by the BOD and provided by the MMAH are in red and deletions in black. Additional edits & deletions proposed by SRC are in blue.

ATTACHMENT C

BOD OPEN SESSION MINUTES

2025 NOVEMBER 11

Change in Document	Background
<p>A. All member grades that reference benefits shall note the following sentence for consistency: <u>The member shall receive benefits as set forth by the Board of Directors.</u></p> <ul style="list-style-type: none"> • Section 2.5 • Section 2.5.1 (if approved) – New section • Section 2.6 • Section 2.8 • Section 2.9 	<p>A. This statement is provided to allow the BOD flexibility in the ability to make changes to the ROB, rather than changing the Bylaws. This maintains the Bylaws as the high-level governance document, with details, such as the number of service points, names of awards, etc. moved into the ROB, which only require BOD approval for changes.</p>
<p>B. Any references to gender specific language be changed to appropriate non-gender confirming verbiage.</p> <ul style="list-style-type: none"> • Section 5.4 • Section 2.12 	<p>B. Where possible, SRC has been recommending for several years now, the change from gender specific language to non-gender.</p>
<p>C. Remove references of the word “ASHRAE” preceding “Board of Directors”</p>	<p>C. Removal of “ASHRAE” preceding “Board of Directors” recommended in order to be consistent with the wording currently stated elsewhere in the Bylaws, and as currently stated in Article IV “Board of Directors”.</p>
<p>D. Update all sections concerning new member grades with the sentence below: <u>This membership grade becomes effective July 1, 2027.</u></p> <p>Would affect the following:</p> <ul style="list-style-type: none"> • Life Service Member • Tenured Professional • Young Professionals 	<p>D. If the new Bylaws become effective prior to July 1, 2027, then this statement is needed, as it will take time (up to a year) for preparing internal documents & processes for the new membership guidelines when they “go live” effective July 1, 2027.</p>
<p>E. Section 2.1 be revised as follows:</p> <p>Section 2.1 Grades of Membership. These shall be designated as follows: (A) Honorary Member, (B) Presidential Member, (C) Fellow, (D) Life <u>Service</u> Member, (E) <u>Life Member</u> Life Associate Member, (F) Tenured Professional, (F) <u>(G) Full Member,</u> (G) <u>(H) Associate Member</u> <u>Young Professional,</u> (H) <u>(I) Affiliate Member,</u> <u>Student Branch Advisor</u> and (J) Student Member <u>Member.</u></p>	<p>E. Updated for consistency. See L.</p>
<p>F. Section 2.4 Fellow be revised as follows:</p> <p>...has been in good standing as a Full Member for at least ten (10) years is eligible for election to the honorific grade of Fellow by Members Council...and meets the requirements as defined by the Board of Directors is eligible for election to the <u>honorific</u> grade of Fellow by <u>Members Council.</u></p>	<p>F. Removal of number of years for Fellow requirement recommended for flexibility.</p>
<p>G. Section 2.5 Life Service Member be changed as noted below:</p> <p>Section 2.5 Life <u>Service</u> Member. A mMember who has been a Full Member in good standing for an accumulative total of thirty (30) years, and who has attained the age of sixty-five (65) years and <u>has accumulated a qualifying service point total designated by the Board of Directors.</u> has received the Distinguished Service Award or earned a number of qualifying service points as set by the Board of Directors. The member shall retain all the rights and privileges of the most recent membership grade. <u>The member shall receive benefits as set forth by the Board of Directors. This membership grade becomes effective July 1, 2027.</u></p>	<p>G. See A above regarding moving references to DSA and 15 service points to the ROB for Life Service Member.</p>

Compiled Bylaws Changes

(comprehensive list) as of October 21, 2025

<p>H. New section 2.5.1 as noted below be added:</p> <p><u>Section 2.5.1 Life Member. A member who has been a Full Member in good standing for an accumulative total of thirty (30) years and who has attained the age of sixty-five (65) years. This membership grade shall close as of June 30, 2027. Those Life Members as of June 30, 2027 shall retain their Life Member grade unless they choose to consider and qualify as a Life Service Member. The member shall receive benefits as set forth by the Board of Directors.</u></p>	<p>H. The “grandfathered” grade of Life Member is retained to correctly classify those Life Members prior to July 1, 2027 who were not required to meet any service requirement in order to become a Life Member. “Grandfathered” Life Members shall have the option of upgrading their membership to Life Service Member by meeting the service requirement.</p>
<p>I. Section 2.6 Tenured Professional be revised as follows: Tenured Professional <u>Member</u></p>	<p>I. The word “Member” is added for consistency in the naming of the various grades of membership. The reason is consistency - “shall” is used many times elsewhere in the Bylaws.</p>
<p>J. Section 2.7 Full Member be revised as follows: ...Rights and privileges of Full Members will <u>shall be directed by the Board of Directors.</u></p>	<p>J “shall” is used many times elsewhere in the Bylaws.</p>
<p>K. Section 2.9. Student Branch Advisor be revised as follows:</p> <p><u>Section 2.9 Student Branch Advisor. The faculty or ASHRAE member affiliated with an ASHRAE Student Branch. who aids, assists and mentors the Student members managing the ASHRAE Student Branch. The member will shall receive benefits as set forth by the ASHRAE Board of Directors.</u></p>	<p>K. “faculty or” removed, as it is redundant. “shall” is used many times elsewhere in the Bylaws.</p>
<p>L. Section 2.10 Student be revised as follows: Student <u>Member</u></p>	<p>L. The word “Member” is added for consistency in the naming of the various grades of membership.</p>
<p>M. Section 2.18 Fees and Annual Dues be revised as follows: Presidential Members, Life <u>Service</u> Members, <u>Life Members</u>, and Life Associate Members <u>Honorary Members</u> shall not be required to pay annual dues</p>	<p>M. Updated for consistency if H approved.</p>
<p>N. Section 2.19 Non-Payment of Dues be revised as follows:</p> <p><u>Section 2.19 Non-Payment of Dues. Dues Payment. If any dues paying Fellow, Full Member, Tenured Professional, Student Branch Advisor, Student, or Young Professional member fails to pay the current dues by one month after the due date, the member shall be classed classified as unpaid and, if a voting member, shall lose the member's right to vote. If such dues are not paid by three months after the due date, membership in the Society shall cease. and the member will be notified by Society staff.</u></p>	<p>N. Classified" is a more appropriate word in this instance. Practice should be to notify the former member; however, this doesn't have to be noted in the Bylaws.</p> <p>List of member grades in this section were removed for both simplification and to be consistent with "Section 2.18 Fees and Annual Dues"</p>
<p>O. Section 4.2 Election</p> <p>Section 4.2 Election. Except as set forth in Section 4.3 and Article V, all elected members of the Board shall be elected at the annual meetings of the Society for terms of three years, or until their successors have been elected and installed. Not less than one nor more than four members of the Board shall be from any one region at the time of nomination. If the membership of the Board of Directors is changed, the Board of Directors may, at the time of such change, vary initial terms of office in order to have a uniform number of directors elected each year.</p> <p>Only Fellows, Life Members, <u>Life Service Members</u>, and Full Members shall be eligible for election as voting members of the Board of Directors.</p>	<p>O. Updated for consistency</p>