



MINUTES

BOARD OF DIRECTORS MEETING

ORLANDO, FL

Sunday, February 9, 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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Sunday, February 9, 2025

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PRINCIPAL APPROVED MOTIONS

Board of Directors Meeting

Sunday, February 9, 2025

No. - Pg.	Motion
1 – 2	The open session minutes from the November 6, 2024 and December 4, 2024 meetings be approved.
2 – 3	The Board of Directors of ASHRAE observes the passing of Richard (Dick) Browning Hayter and Ronald E. Jarnagin with great sorrow and that official resolutions (ATTACHMENT A and B) be placed in the records of this Board of Directors' meeting, and that a copy of the same be forwarded to the members of their immediate families.
3 – 4	<p>Finance Committee recommends that the Board of Directors approve the following changes to the Rules of the Board related to the creation of the Future Fund:</p> <p>2.102.002.12 Future Fund</p> <p>The Future Fund is a fund outside the General Fund and Research Fund to be used for unique projects or strategic initiatives the BOD deems appropriate to ensure ASHRAE's long-term global leadership and sustainability. The goals of the Future Fund are to provide additional operating revenue for the Society from its annual investment returns or from the programs and/or initiatives funded from the Future Fund. Additionally, the Future Fund is the preferred location for holding unrestricted donations. All returns not utilized annually shall become principal. The principal value of the fund, other than donor-specified funds, shall not be distributed without a vote from the board per section 2.104.006. General Reserve Fund balances in excess of the upper reserve limit per the Finance Reference Manual should be considered for transfer into the Future Fund on an annual basis.</p> <p>2.102.002.13 Future Fund Portfolio Value Budgeted as Income</p> <p>Prior year earnings from the Future Fund can be budgeted as income annually and included in the annual operating budget.</p>
4 -4	Finance Committee recommends to the Board of Directors to approve the revisions to the Investment Policy (ATTACHMENT D) to incorporate language addressing the Future Fund.
5 - 5	Finance Committee recommends to the Board of Directors to approve creating the Future Fund with \$5 million transferring from the General Reserve Fund.
6 - 5	ExCom recommends that the Board of Directors approve the CEBD Rules of the Board (ROB) as shown in ATTACHMENT E.
7 - 6	ExCom recommends that the Board of Directors approve the CEBD budget for February 1, 2025, through June 30, 2026, in the amount of \$1,411,000 as shown in ATTACHMENT F, with a reallocation of the original budget savings of \$1,122,135 and a new request of \$288,645.
8 - 6	ExCom recommends that the Board of Directors approve the MOU and work plan with NSBE (National Society of Black Engineers), as shown in ATTACHMENT G.

9 - 6	ExCom recommends to the Board of Directors that the Society AI Policy, as shown in ATTACHMENT H, be approved.
12 - 11	<p>MOTION 10:</p> <p><i>Approve the proposed membership model restructuring plan as presented by the Membership Model Ad Hoc Committee to be implemented by the 2027-2028 Society Year.</i></p> <p>be postponed until the May 28, 2025 BOD meeting.</p>

ACTION ITEMS

Board of Directors Meeting

Sunday, February 9, 2025

No. - Pg.	Responsibility	Summary of Action	Status	Goal Date
1 - 7	Staff	Send the Future of ASHRAE Conferences PPT to the BOD.		
2 – 11	Staff	Start a thread for further BOD discussion of MOTION 10 (MMAH recommendations).		



MINUTES
BOARD OF DIRECTORS MEETING
Sunday, February 9, 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
Luke Leung, DAL
Patrick Marks, DAL
Corey Metzger, DAL
Heather Schopplein, DAL
Wei Sun, DAL
David Yashar, DAL

GUESTS PRESENT:

Jason Alphonso
Andreas Antzoulatos
Sun Woong Baek
Bill Bahnfleth
Darryl Boyce
Dimitris Charalambopoulos
Tommaso Dallavalle
Wilson Dau
Don Davis
Joel Deddens
Mark Dorsey
Chelsea Earhart
Jim Earley
Peter Erzen
Nicolas Estefanell
Kajen Ethirveerasingham

Mohamad Fakhoury
Mikaila Ganado
Melvin Garrett
Art Giesler
Laurie Gilmer
Chuck Gullledge
Colleen Harper
Brian Hill
Kim Jackson
Elizabeth Jedrlinic
Greg Jernstrom
Alexandre Knox
Seth Kunkel
Stephanie Kunkel
Colin Laisure-Pool
Jennifer Leach
Jarrod Mann

Kevin Marple
Matthew Martinez
Louise McKenzie
Michele Mihelic
Mark Miller
Christine Miner
Kurt Monteiro
Ross Montgomery
Spencer Morasch
Sam Mullett
Vikram Murthy
George Orfanos
Georgios Pantelidis
Dragos Paraschiv
Badri Patel
Aakash Patel
Michael Patton

Kent Peterson
Mehmet Zahid Poyraz
Daniel Russell
Mohammed Shamroukh
Chad Smith
Sierra Spitulski
Timothy Theriault
Reaz Usmanali
Juliana Velez
Tom Watson
Savannah Way
Timothy Wentz
Douglas Zentz

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
Karen Buckley Washington, Sr. Public Relations Specialist
Joslyn Ratcliff, Sr. Manager – Marketing Communications
Savanna Smith, Exec. Asst./Scholarship Administrator
Christina St. Martin, Marketing Coordinator
Heather West, Digital Marketing Specialist

CALL TO ORDER

The meeting was called to order at 1:33 pm.

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

Members, guests, and staff introduced themselves and were in attendance as noted above. Mr. Knight thanked everyone for attended and noted that there were nearly 500 guests in attendance.

REVIEW OF MEETING AGENDA

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

APPROVAL OF MINUTES

It was moved and seconded that

1. The open session minutes from the November 6, 2024 and December 4, 2024 BOD meetings be approved.

MOTION 1 PASSED (Unanimous Voice Vote, CNV).

REVIEW OF ACTION ITEMS

The one action item was reported as complete.

OPEN SESSION – ADDRESSES TO THE BOARD OF DIRECTORS

Mr. Knight opened the floor for members and guests to address the BOD. Below is a summary of those comments:

Recommend that Society increase accessibility of participation in the Annual Conference. There are multiple factors that make participating in person difficult. TC meetings and Standards meetings were missing the appropriate technology to accommodate virtual participation, hindering members' ability to work well and increase diversity of perspectives and opinions.

The great equalizer of the pandemic was virtual attendance, and we are leaving ourselves short by leaving some voices out. Please consider properly investing in technology to accommodate virtual participation.

(Don Davis, BOMA VP of Advocacy and Codes) *Expressed appreciation for the work BOMA and ASHRAE do together. Wanted to highlight decarbonization - Ms. Yates and her team have been essential. In the current political climate, working together will be more important than ever.*

Have reviewed proposed new tax code and we need to continue to work together to ensure positive tax policy; and so we can continue to work together to move towards a highly efficient building envelope. Speaking on behalf of BOMA, express gratitude for the resources ASHRAE has put into the GAC program in DC. The team in Washington has been very supportive.

Happy to welcome Mary Lue Peck as the new BOMA President. Appreciate support from ASHRAE as we continue to move forward.

(Mike Savage, ICC Board Member) *Here on behalf of the ICC board of directors. Wish ASHRAE much success with the Winter Conference. ICC board of directors appreciates the collaborative efforts our organizations have had; would like to see that relationship continue. Thank you, and welcome to Florida.*

Ms. Maston called on Tony Giometti and recognized him and his upcoming retirement. Mr. Knight stated that Mr. Giometti had been integral to his life and career in ASHRAE. He expressed appreciation for his mentorship and guidance.

PRESIDENTIAL RESOLUTIONS

It was moved and seconded that

2. The Board of Directors of ASHRAE observes the passing of Richard (Dick) Browning Hayter and Ronald E. Jarnagin with great sorrow and that official resolutions (ATTACHMENT A and B) be placed in the records of this Board of Directors' meeting, and that a copy of the same be forwarded to the members of their immediate families.

MOTION 2 PASSED (Unanimous Voice Vote, CV).

NOMINATING COMMITTEE REPORT

Mr. Mehboob presented on behalf of the Nominating Committee. He presented the slate of officers and directors for SY 2025-26 (ATTACHMENT C).

He reviewed an information item from the committee's meeting. The report was shown on screen and was attached to the agenda.

Mr. Knight thanked Mr. Mehboob and the Nominating Committee for their great work. He stated that compiling the slate is a monumental task.

TREASURER'S REPORT**2024-25 FINANCIAL UPDATE**

Ms. Maston reviewed the financial update; it was shown on screen and attached to the agenda.

FINANCE COMMITTEE REPORT

Ms. Maston moved that

3. Finance Committee recommends that the Board of Directors approve the following changes to the Rules of the Board related to the creation of the Future Fund:

2.102.002.12 Future Fund

The Future Fund is a fund outside the General Fund and Research Fund to be used for unique projects or strategic initiatives the BOD deems appropriate to ensure ASHRAE's long-term global leadership and sustainability. The goals of the Future Fund are to provide additional operating revenue for the Society from its annual investment returns or from the programs and/or initiatives funded from the Future Fund. Additionally, the Future Fund is the preferred location for holding unrestricted donations. All returns not utilized annually shall become principal. The principal value of the fund, other than donor-specified funds, shall not be distributed without a vote from the board per section 2.104.006. General Reserve Fund balances in excess of the upper reserve limit per the Finance Reference Manual should be considered for transfer into the Future Fund on an annual basis.

2.102.002.13 Future Fund Portfolio Value Budgeted as Income

Prior year earnings from the Future Fund can be budgeted as income annually and included in the annual operating budget.

Ms. Maston reported that the BOD approved the creation of the Future Fund at the 2024 Annual Meeting and the ROB needs to reflect this.

Mr. Peach spoke in favor of the motion. He stated that he had the pleasure of hearing the conversation at the Finance Committee meeting. He stated that he had questions and concerns that were all addressed at the Finance meeting. This fund would allow new ideas to be implemented without sacrificing something else or requiring an increase in dues.

MOTION 3 PASSED (Voice Vote, 1 Abstention, CNV).

Mr. Yashar abstained.

Ms. Maston moved that

4. Finance Committee recommends to the Board of Directors to approve the revisions to the Investment Policy (ATTACHMENT D) to incorporate language addressing the Future Fund.

Ms. Maston reported that the proposed revisions include the addition of the Future Fund.

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

Mr. Yashar abstained.

Ms. Maston moved that

5. Finance Committee recommends to the Board of Directors to approve creating the Future Fund with \$5 million transferring from the General Reserve Fund.

Ms. Maston reported that this motion would come before the BOD on an annual basis depending on how much is in the General Reserves. She reported that the amount proposed would leave the General Reserves slightly above the 2/3 requirement.

MOTION 5 PASSED (Voice Vote, 1 Abstention, CNV).

Mr. Yashar abstained.

Ms. Maston reviewed information items from the report. The full report was shown on screen and attached to the agenda.

Mr. Knight thanked Ms. Maston for the great report. He expressed his opinion that the Future Fund was a great step forward for Society.

BOD DEI ADVISORY SUBCOMMITTEE REPORT

Ms. Hanson reported on behalf of the subcommittee. The full report was attached to the agenda.

She reported that the subcommittee had no recommendations for the BOD's consideration. She reviewed information items from the report, and they were shown on screen.

Mr. Knight thanked Ms. Hanson and the entire subcommittee for continuing their work on these important issues.

COMMITTEE REPORTS

EXECUTIVE COMMITTEE – SATURDAY, FEBRUARY 8, 2025

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

Mr. Knight moved that

6. ExCom recommends that the Board of Directors approve the CEBD Rules of the Board (ROB) as shown in ATTACHMENT E.

Mr. Knight reported that the CEBD was approved as a new standing committee reporting to the BOD ExCom at the 2024 Annual meeting. At that time, the CEBD provided a summary of items that needed to be placed in the ROB. In addition, the CEBD has created its MOP. SRC has reviewed the proposed ROB and is reviewing the MOP.

MOTION 6 PASSED (Voice Vote, 2 Abstentions, CNV).

Mr. Yashar and Ms. Schopplein abstained.

Mr. Knight moved that

7. ExCom recommends that the Board of Directors approve the CEBD budget for February 1, 2025, through June 30, 2026, in the amount of \$1,411,000 as shown in ATTACHMENT F, with a reallocation of the original budget savings of \$1,122,135 and a new request of \$288,645.

Mr. Knight reported that the BOD unanimously approved a reallocation of the CEBD's original budget savings of \$1,122,355. Additional funding, in the amount of \$288,645, is being requested to keep ASHRAE's decarbonization initiatives moving forward. The requested CEBD budget will further ASHRAE's decarbonization efforts that coordinate internal and external activities, prioritize member and industry needs, further establish ASHRAE as a global leader, and support ASHRAE's Strategic Plan.

Mr. Peterson reported that the budget amount requested will provide funding to currently planned but unfunded projects. He stated that there may be opportunities for outside funding as well.

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

Ms. Schopplein voted against the motion and Mr. Yashar abstained.

Ms. Schopplein stated the reason for her negative vote – *The BOD declined to fund other initiatives and the budget for this one committee could fund several of those requests.*

Mr. Knight moved that

8. ExCom recommends that the Board of Directors approve the MOU and work plan with NSBE (National Society of Black Engineers), as shown in ATTACHMENT G.

Mr. Knight reported that the BOD DEI Advisory Subcommittee was tasked with developing MOUs with organizations that work with and advocate for minority groups. He reported that there was consensus from ExCom that NSBE's mission aligned with Society.

Mr. Metzger requested that an editorial change be made to reflect that Society Headquarters are in Peachtree Corners, GA and not Atlanta. This editorial change was accepted without objection.

MOTION 8 PASSED (Voice Vote, 1 Abstention, CNV).

Mr. Yashar abstained.

Mr. Knight moved that

9. ExCom recommends to the Board of Directors that the Society AI Policy, as shown in ATTACHMENT H, be approved.

Mr. Knight reported that the draft policy was developed by a group of volunteers and staff. The policy addresses recommendations and concerns raised by the BOD and ExCom.

He reported that Society legal counsel confirmed that it is best practice to not record Society meetings using audio recordings or AI bots. The draft policy follows this recommendation and does not allow for the recording of Society meetings.

Mr. Knight clarified that the policy would apply to Society at all levels.

Ms. Hanson stated that she was appreciative of the policy but that she didn't feel that it could be characterized as moving forward; she expressed her opinion that the policy did not fully embrace AI. She stated her opinion that AI is happening fast and Society may be acting more conservatively than necessary.

Mr. Littleton expressed agreement that Society could be more aggressive with how to use AI. He stated that the policy would evolve over time; in the current form the policy will ensure consistency across Society.

Mr. Constantinide spoke in favor of the motion. He suggested that Society follow up with legal counsel regarding AI and privacy and confidentiality. He stated that he supports Society being cautious and suggested that there is more information needed to make further decisions.

Mr. Peach spoke in favor of the motion. He expressed his opinion that the first policy should be conservative.

Mr. Metzger asked if approving the policy would put Society in a position to pursue legal options. Mr. Littleton responded that the proposed policy was meant to be an educational opportunity within Society.

Mr. Knight reported that the chair of the AI MTG was involved in drafting the policy. He reviewed current AI initiatives of the AI MTG and Publications team.

MOTION 9 PASSED (Voice Vote, 1 Abstention, CNV).

Mr. Yashar abstained.

Mr. Knight reviewed information items from the ExCom report.

Staff will send the Future of ASHRAE Conferences PPT to the BOD.

AI - 1

PLANNING COMMITTEE

Mr. Abellon reported that the committee had no recommendations for the BOD's consideration. He yielded the floor to Mr. Hunt to review information items.

Mr. Hunt reviewed information items. They were shown on screen and included in the full report attached to the agenda.

Ms. Maston stated that the committee had done a good job of sharing information on budgeting and planning with the councils. She encouraged the committee to keep those lines of communication open as the councils are looking to roll out their initiatives.

Mr. Hunt stated that the Planning Committee did not have specific needs from the councils at this time but the councils are encouraged to budget now and not wait until spring.

Mr. McQuade stated that an opportunity identified from the Strategic Plan cycle was identifying funding partners. He encouraged the councils to make the Foundation aware of new budget items as they are a funding resource as well.

Mr. Bertuch suggested that leadership consider a minimum of a semi-annual review of the KPIs and report those findings to the BOD. Mr. Knight responded that the Validation and Documentation Subcommittee would be doing just that and would be making a report to the Planning Committee at each meeting.

Mr. McQuade stated that it was important that the BOD be held responsible for the Strategic Plan.

Mr. Conlan reported that Tech Council's reporting committees were starting to incorporate the Strategic Plan into their work. Specifically, EHC had an emerging trends plan; and RAC and RBC were developing strategic plans.

Mr. Leung commended the committee for developing measurable KPIs.

Mr. Hunt thanked the committee for their great work.

PRESIDENTIAL AD HOC COMMITTEE REPORTS

ASHRAE HEADQUARTERS AD HOC

Mr. Boyce reported on behalf of the ad hoc. The full report was attached to the agenda.

He expressed that he was honored to chair the ad hoc for oversight of the Society's headquarters building. He reported that the renovated building was designed to be net zero and is currently operating at net zero; currently a -2 which is slightly better than net zero. He reported that energy use was monitored on an ongoing basis.

He stated that the HQ building was a success story; all members should be proud of the work done and the message that Society is sending to the world.

Mr. Smith, current BOD ExO of the Historical Committee stated that the committee would like to modify or add space at the HQ building for proper storage of Society's historical documents and artifacts. He reported that Society has the largest collection of HVAC artifacts in the world. He reported that the humidity in the current storage may need to be adjusted. Artifacts need to be stored and preserved appropriately.

Mr. Boyce stated that the Headquarters Ad Hoc would take up that request.

Mr. Leung asked what the plan was to replace embodied carbon. Mr. Boyce responded that the Headquarters Ad Hoc would be happy to work with the CEBD to conduct an energy audit.

Mr. Knight expressed appreciation to Mr. Boyce for using his lifelong expertise to get the HQ building to net zero and for staying on top of vendors to provide systems that perform as intended.

MEMBERSHIP MODEL AD HOC

Mr. Fulk reported on behalf of the ad hoc. The full report was attached to the agenda.

He expressed his gratitude at serving as chair of the ad hoc and expressed his opinion that the group's work would be transformational for Society.

Mr. Fulk advised that the ad hoc would be making recommendations to the BOD that would constitute a major organizational change. He reviewed the voting requirements and "cooling off period" of such motions.

Mr. Fulk moved to

10. Approve the proposed membership model restructuring plan as presented by the Membership Model Ad Hoc Committee to be implemented by the 2027-2028 Society Year.

He reported that the MMAH was assigned as a multi-year ad hoc, as represented by Presidential Member Scoggins and President Knight, which proposes a new, simplified membership model focusing on the value proposition of membership and which further aligns membership dues with the value provided. The charge of the Ad Hoc goes beyond just this specific task, which includes financial items related to the membership model revisions as well as reviewing other potential revenue sources to replace the potential standards sales revenue losses related to litigation about what is required in the public domain.

The approach for the proposed membership model was also developed based on more recent CRC motions received from Regions VIII, XI, XII, and RAL, which was referred to this ad hoc. These motions dealt with the support of diversity, equity, and inclusion initiatives in ASHRAE. Adding tiered member dues to match the 4 levels of The World Bank; and includes the ASHRAE Handbook Online as a baseline benefit to all members.

The proposed model simplifies the membership grades, allows for the participation of more members in chapter, region, and Society level positions, provides a benefit that can be utilized for membership retention, and provides additional income from current nonpaying members, while still rewarding our most engaged members after a long term of service.

Mr. Fulk reviewed slides from the PPT presentation, they were shown on screen and attached to the agenda.

He reported that a major goal of the group was to simplify the current model. He reported that the ad hoc worked closely with the MP Committee and also communicated with SRC, LMC, and the BOD.

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

Would Fellow grade be maintained? Mr. Fulk advised that Fellow as a member grade and distinction would remain unchanged.

Mr. Fulk clarified that the proposed membership tiers are based on The World Bank and would be adjusted annually.

How would the proposed changes impact chapters in RAL? Would their dues increase or decrease?

Ms. Seymour reported that in the current structure places developing economies in tier 3 and 4 and the tier is updated each year based on country of residence. The new system would create 4 tiers with – developing economies in tiers 3 and 4 and full dues paying members in tiers 2 and 1. Most chapters in RAL would fall into tier 3.

Mr. Gurley reported that most chapters in developing economies would remain the same or experience a decrease in dues. In the past, members have struggled when their dues rate changed from developing economies to full dues paying member and the proposed would eliminate those drastic increases.

Mr. Littleton reported that, on average, the group of about 1,500 developing economies dues paying members would pay a lower rate; this is what constitutes the majority of the estimated \$200,000 reduction in dues revenue in year one of the proposal.

Like the simplification of the model. Concerned about the projected growth rate; not seeing what will drive that growth. The BOD didn't approve the last proposed dues rate increase and the recommendation on the floor would increase that deficit. Don't see the value that is being added that would cause people to now join if they wouldn't before.

Mr. Fulk responded that by removing Associate Grade, people can join Society and begin service at almost any level. He reported that the ad hoc felt that the current Associate Grade discourages new members from joining. The proposed new structure would encourage those people to join and would also attract non-engineers.

It was stated that the vast majority of members don't currently realize that there is a difference between Member and Associate Member.

With the addition of tiers 2, 3, and 4, chapters outside of the US feel strongly that they will experience increased membership growth with a lower price point. These members feel strongly that price has been a barrier to joining Society in the past.

The reality is that there are income disparities and the proposal would provide greater access. If Society wants to hit the targets and challenges accepted, the places in the world with lots of new construction need to be building with ASHRAE standards and guidelines.

Feel that the recommendation will benefit members and chapters in tiers 3 and 4. Won't tier 1 have to offset the expense of members in tiers 3 and 4?

There are currently 6,000 life members. Suggested that the demographic in all 4 tiers needed to be considered.

Global corporations invest in their presence around the world to grow. Don't see the recommendation as just a loss, see this as an investment in a presence and other people being involved in Society. Every hour of volunteer time offsets costs; volunteer hours are a savings and an investment.

Mr. Fulk reported that if approved, in year one, 1,400 members would drop to tier 2; consider that like a start up cost in a for-profit company. The goal and the hope are that more people will be attracted to join at that tier. Also have growth projected in tier 1, for other reasons.

There is a marginal cost to adding a new member that needs to be considered. The BOD has at least 60 days to discuss.

Mr. Ellis moved and Mr. Constantinide seconded that

11. MOTION 10 be postponed until the May 28, 2025 BOD meeting.

Mr. Knight stated that if the motion to postpone were approved, discussion would end.

MOTION 11 FAILED (5:24:2, CNV).

Discussion of MOTION 10 resumed.

It is true that when a chapter with lower membership is established, there is a cost that may not be fully achieved.

Agree that reducing membership dues will increase the number of people joining Society.

Does the proposed budget reduction require the Society budget to be reduced by that amount? Mr. Knight reported that, if approved, the BOD would need to take the budget reduction into consideration when reviewing and approving the budget for 2027. It may or may not affect the budgets and that is a task for a future BOD and future councils.

This is an investment in our membership. Have been hitting the “easy button” for years to the point that dues are too expensive for the benefits offered. Why are we even having this conversation when we have a surplus? This represents less than a couple percent of Society’s overall budget.

The difference between revenues in and expenses is our membership dues. If Society has less money coming in, then Society can do less from an expense standpoint, if there is a balanced budget. Society could deficit spend, but that will eventually run out. If the BOD is not fiscally responsible and expenses are not kept in line with revenues, Society will be in a deficit. Reserves should not be used for operating expenses.

Respectfully disagree. The BOD is a creative group and there are many paths forward. Doing the same thing over and over has resulted in zero membership growth; think it is time to try something new.

The BOD consistently talks about wanting to make changes but nobody wants to make a change. The recommendation provides opportunities for Society to provide additional resources and help the chapters recruit new members. Until the BOD embraces change, this same conversation will happen again in four years.

Irrational to think that growing membership at a lower dues rate will cost us money.

This recommendation is proof of Society’s ability to change. Society needs to adapt to the market needs and our members’ requirements; the BOD is setting an example for what has to be done.

Finance is still charged with making a recommendation for dues on an annual basis.

Ms. Maston spoke as Treasurer and a member of the ad hoc. Encourage members in the US to look for ways to better engage and recruit members. Society is on the cusp of being able to make a difference in areas that don’t have codes and don’t have what they need for their built environments; if Society doesn’t fill those needs, another organization will and that opportunity will be gone.

Mr. Ellis moved and it was seconded that

12. MOTION 10 be postponed until the May 28, 2025 BOD meeting.

MOTION 12 PASSED (Unanimous Voice Vote, CNV).

Mr. Knight thanked the BOD for the great discussion. He encouraged BOD members to think deeply and dig into the details of the report to prepare for the discussion and vote in May.

Staff will start a thread for further BOD discussion of MOTION 10 (MMAH recommendations).

EXECUTIVE SESSION

Executive session was called at 4.42 pm.

Open session reconvened at 5:20 pm.

APPOINTMENTS UPDATE

Mr. Knight reported that an update to appointed positions, since June 2024, was attached to the agenda for the BOD's review.

INFORMATION ITEMS**REPORT OF THE PRESIDENT**

Mr. Knight stated that a report of his travel was attached to the agenda for the BOD's review. He reported that he had been to 11 countries and 13 states since June. Mr. Knight had a lot of conversations and participated in round tables. He reported that only one visit this Society Year was virtual.

UPCOMING MEETINGS

Mr. Knight reviewed the BOD's upcoming conference calls.

ADJOURNMENT

The meeting adjourned at 5:22 pm.



Jeff H. Littleton, Secretary

ATTACHMENTS:

- A. Resolution for Richard (Dick) Browning Hayter
- B. Resolution for Ronald E. Jarnagin
- C. SY 2025-26 Slate of Officers and Directors
- D. Recommended Investment Policy Revisions
- E. Proposed CEBD ROB
- F. Proposed CEBD Budget
- G. NSBE MOU and Work Plan
- H. Proposed Society AI Policy



RESOLUTION

Richard (Dick) Browning Hayter

Presidential Member, Fellow ASHRAE, Life Member

Whereas:

It is with deep respect and admiration that we honor the memory of *Richard (Dick) Browning Hayter*;

Who, through his presidential theme of “*Sharing the Vision*” in 1995-96, stated that “commitment unlocks the doors of imagination and allows us to embrace our vision and develop new, innovative ideas;” and

Who, during his presidency, championed the importance of membership growth, internationalism and total building design, preparing the HVAC&R industry for the challenges of the 21st century; and

Who, played a pivotal role in fostering international collaboration within ASHRAE, strengthening relationships with allied organizations around the world and elevating the Society’s influence in shaping global standards; and

Whose commitment to education was evident in his efforts to expand professional development opportunities, encouraging student engagement and supporting initiatives to develop new markets in a consumer-driven economy; and

Whereas, throughout his career, was a tireless advocate for the profession, holding distinguished positions as director of Kansas State University’s Energy Extension program for 20 years and Associate Dean of Engineering for External Affairs until his retirement in 2009, inspiring countless students and professionals; and

Whereas, he was a prolific contributor to technical research and publications, earning numerous honors and recognitions, including ASHRAE’s Distinguished Service Award, Distinguished 50-Year Member Award and the Andrew T. Boggs Service Award; and

Whereas, he embodied the spirit of mentorship and service, earning the respect and admiration of his peers for his unwavering dedication, humility and ability to inspire others to excel;

Be It Therefore Resolved, that ASHRAE extends its deepest gratitude to the family of Richard (Dick) Browning Hayter for supporting his lifelong service to the Society and his profession, and that his memory will continue to inspire future generations of ASHRAE members and leaders.

Be It Further Resolved that the Board of Directors of ASHRAE at its meeting of February 9, 2025, observes the passing of Richard (Dick) Browning Hayter with great sorrow and that this official resolution be placed in the records of this Board of Directors’ meeting and that a copy of the resolution be forwarded to his immediate family.



Ronald E. Jarnagin
Presidential Member, Fellow ASHRAE

Whereas:

It is with deep respect and admiration that we honor the memory of *Ronald E. Jarnagin, Presidential Member, Fellow ASHRAE*;

Who, through his presidential theme of “*Sustaining ASHRAE Through Leadership*” during the 2011-12 Society Year emphasized the importance of long-term organizational sustainability, focusing not only on technical advancements but also on the development of future leaders and the strengthening of ASHRAE’s global presence; and

Who, during his presidency, demonstrated a commitment to fostering leadership by advocating for initiatives such as the development of advanced HVAC courses, a Leadership University for Young Engineers in ASHRAE (YEA), and creating opportunities for the next generation of members to engage and lead within the Society; and

Whose, efforts to engage and mentor younger generations have set a lasting example of leadership, courage, and collaboration, reflecting his belief that leadership must be demonstrated through action and inclusivity; and

Who, during his distinguished career, served as a staff scientist at the U.S. Department of Energy’s Pacific Northwest National Laboratory, chaired the ASHRAE Standard 90.1 committee, and led a multi-disciplinary team in the creation of Advanced Energy Design Guides, showcasing his expert knowledge and dedication to energy efficiency and innovation; and

Who, was a prolific contributor to technical research and publications, earning numerous honors and recognitions, including ASHRAE’s Distinguished Service Award and the Exceptional Service Award; and

Whose, dedication to ASHRAE’s values, his exceptional communication skills, and his ability to bring people together for a common cause have left an indelible mark on the Society and its members;

Be It Therefore Resolved, that ASHRAE extends its deepest gratitude to the family of Ronald E. Jarnagin for supporting his outstanding service to the Society and his profession, and that his memory will continue to inspire future generations of ASHRAE members and leaders.

Be It Further Resolved that the Board of Directors of ASHRAE at its meeting of February 9, 2025, observes the passing of Ronald E. Jarnagin with great sorrow and that this official resolution be placed in the records of this Board of Directors’ meeting and that a copy of the resolution be forwarded to his immediate family.



**SLATE OF OFFICERS AND DIRECTORS
2025-26**

PRESIDENT-ELECT:

Sarah Maston

TREASURER:

Ashish Rakheja

VICE PRESIDENTS:

Trent Hunt

Andres Sepulveda

DIRECTORS AND REGIONAL CHAIRS:

Region IV – Heather Platt-Gulledge

Region V – Julia Timberman

Region VI – Maggie Moninski

Region XII – Jason Alphonso

Region XIII – Ching Loon Ong

Region XV – Pankaj Dharkar

DIRECTORS-AT-LARGE:

Steve Kujak

Daniel Nall

Michael Pouchak

Martin Dieryckx (Alternate)

ASHRAE

General Reserves Research Reserves FuturesFuture Fund Investment Policy Statement

Adoption

This Investment Policy Statement (“IPS”) was adopted by the Board of Directors of the American Society of Heating, Refrigerating and Air-Conditioning Engineers (“ASHRAE”) on [January-February 30XX, 20222025](#).

Introduction and Purpose of IPS

The Funds have been established to support and promote the mission, growth, and general welfare of ASHRAE.

The purpose of this IPS is to outline the following general provisions affecting the Funds by:

- Assisting the Finance Committee (“Committee”) and Board of Directors (“Board”) to fulfill their fiduciary responsibilities;
- Conveying the Funds’ purpose(s), investment objective(s), investment strategy(ies) and constraints;
- Establishing a decision-making framework to promote the effectiveness of the Funds;
- Setting forth the roles and responsibilities of the Board, Committee(s), Investment Advisor (“Advisor”) and other relevant parties.
- Intending for the Fund to be maintained in compliance with applicable laws, including the Uniform Prudent Management of Institutional Funds Act (UPMIFA) if applicable.

Statement of Objectives

The **primary** investment objective is to preserve the long-term purchasing power of the Funds’ assets after accounting for spending. This means that the Funds intend to seek, on average, a minimum total annual rate of return equal to inflation plus actual Fund spending over a perpetual investment time horizon. In order to have an opportunity to meet this **primary** objective, a long-term investment perspective is required when formulating investment strategy and evaluating spending levels. (For purposes of this IPS, a “long-term investment perspective” is defined as more than 10 years.)

Secondary investment objectives include prudently diversifying Fund assets in order to mitigate risk, maintaining sufficient liquidity to meet the obligations of the Fund, and achieving investment results over the long-term that compare favorably with appropriate market indexes.

Spending Policy

[The Board has established rules in the Rules of the Board associated with the use and distribution of the General Reserve, Research Reserve and Future Funds \(“Funds”\). The Board has the flexibility to utilize the Funds or operating revenues. This Investment Policy needs to provide the ability to use of the Funds as needed to comply with the Rules of the Board.](#)

~~The Board has established rules associated with the distribution of funds and exhibition revenue. In general, funds shall be provided for the use of research within the society and can be seen as matching funds for RP. The board has the flexibility to utilize investment funds as~~

~~per the ROB or operating revenues. The investment policy needs to provide the ability for use of the Reserve Fund as needed to meet the rules of the board.~~

Below are references to the Rules of the Board that impact the Funds:
~~Reference the rules of the board as listed below:~~

2.102.002.7 Distribution of ASHRAE/AHRI Exposition Revenue (99-01-24-15/07-01-28-04/08-01-20-02/08-06-22-05)

A portion of the revenue received from the ASHRAE/AHRI Exposition will go into the ASHRAE Research Fund. The annual amount contributed will be a dollar-for-dollar match with the dollars raised by the Research Promotion program in the fiscal year ending twelve months prior to the budget fiscal year (i.e., \$1 from exposition revenue for each \$1 raised by Research Promotion). Exception: If the total income using a 1-1 match is insufficient to prevent a deficit in the annual research fund budget, the exposition contribution in any single year shall not be lower than \$1.5 million. The total matching funds from exposition revenues shall be limited to a maximum of \$2 million. Matching funds in excess of \$1.5 million will be transferred from the General Reserve Fund. In the event that not all of the annual Research budget is spent in any given fiscal year that portion of the matching funds from the ASHRAE/AHRI Exposition that remains unspent shall be transferred to the General Reserve Fund.

2.102.002.10 Portfolio Value Budgeted as Income (01-01-28-10/03-01-29-10/05-02-06-1708-06-22-06)

A minimum of four percent (4%) of the Research Reserve Fund portfolio value shall be budgeted as income annually. The Finance Committee may recommend a higher percentage up to 10% of the Research Reserve Fund portfolio value provided that the assets in the Research Reserve Fund are at least equal to the annual Research Fund expenditures. Transfers in excess of 10% of the Research Reserve Fund portfolio value shall be approved by the Board of Directors as part of the annual budget approval process.

2.102.002.13 Future Fund Portfolio Value Budgeted as Income

Prior year earnings from the Future Fund can be budgeted as income and included in the annual operating budget.

Roles and Responsibilities

The following is a summary of roles and responsibilities of various parties involved in overseeing or safeguarding the Fund's assets:

Board

- Select members to serve on the Committee
- Provide guidance to Committee on the Fund's objectives
- Review and approve Investment Policy Statement
- Periodically receive performance updates from Committee

Committee (Finance Committee)

- Act solely in the best interest of the Funds and its objectives.
- Determine investment objectives and constraints. Immediately communicate any revision in objectives or constraints to the Advisor.
- Set and revise the investment policies and receive board approval as necessary.

- Select Advisor, custodians, and any other vendors required to administer the fund, and oversee such parties.
- Review and evaluate investment results with the assistance of the Advisor.

Advisor

- Assist Committee in the development and periodic review of the investment policy.
- Manage the Fund's strategy and assets within IPS constraints.
- This may entail periodically making revisions to the investment strategy and/or the IPS in order to seek to achieve the Fund's long-term objectives.
- Select and terminate underlying investment managers.
- Periodically review Fund-related investment expenses.
- Monitor aggregate and manager-level performance.
- Provide the Committee with performance-related information on a regular basis, no less than quarterly.
- On a timely basis, notify the Committee if there are material developments with the investment strategy or any of the Fund's underlying investment managers.

Investment Managers

- Manage assets in accordance with the guidelines and objectives outlined in prospectuses (mutual funds), investment agreements (commingled funds, private partnerships, etc.), or manager-specific investment guidelines (separate accounts).
- Exercise investment discretion to buy, manage, and sell assets held in the portfolios.
- Promptly vote proxies and related actions in a manner consistent with the long-term interest of the Fund as an investor (separate accounts).
- Communicate all organizational changes in a timely manner, including but not limited to ownership, organizational structure, financial condition, and professional staff.
- Seek "best price and execution" for transactions. Both explicit and implicit transactions costs should be considered.
- Use the same care, skill, prudence, and due diligence under the circumstances then prevailing that experienced investment professionals acting in a like capacity and fully familiar with such matters would use in like activities for like portfolios with like aims.

Custodian(s)

- Safeguard portfolio assets.
- Accurately value portfolio holdings.
- Execute buy/sell orders and cash transfers in a timely manner as directed by the

Advisor.

- Collect all income and dividends owed to the Fund
- Settle all transactions (buy-sell orders) initiated by separate account investment managers.
- Provide monthly reports that detail transactions, cash flows, securities values, and changes in the value of each security and the overall portfolio since the previous report.
- Provide all requested portfolio information to the Advisor and Committee in a timely manner.

Staff

- Act solely in the best interests of the Funds and its objectives.
- Review investment decisions quarterly with the Finance Investment Subcommittee to ensure that they comply with the guidelines of this Policy;
- Review monthly custodial statements;
- Provide quarterly investment status reports, in conjunction with the Advisor, to the Committee, in order to monitor portfolio, fund and investment manager performance.
- Communicate to the Advisor, on a timely basis, all information relevant to the portfolio, such as changes in investment objectives, time horizon, and liquidity requirements;

Finance – Investment Subcommittee – Meeting Cadence

- In general the committee will meet four times annually. The meetings shall have flexibility for either being remote or in person. In general the dates and outline is as listed below:
- February
 - Spending policy trends
 - Expense structure review
- May
 - Portfolio attribution
 - Asset class review
- August
 - Investment policy statement review
 - Stewardship best practices
- November
 - Updated capital market assumptions
 - Asset modeling assumption comparison.

Liquidity Constraints

The Investment Committee intends to construct the portfolio to provide adequate liquidity to meet the spending and operational needs of the organization. Portfolio liquidity will be monitored using the following guidelines:

Category	Market Value Guideline	Liquidity Description
Liquid	No less than 80%	Daily to monthly
Semi-Liquid	No more than 20%	Greater than monthly and up to one year

Due to market volatility and the uncertain nature of commitments, drawdowns and distributions, it may not be possible to monitor liquidity continuously. However, attempts will be made to manage liquidity constraints to the greatest extent possible.

Unique Considerations

ASHRAE investments shall reflect the vision, mission, ethics and diversity of the organization.

Mission: To serve humanity by advancing the arts and sciences of heating, ventilation, air conditioning, refrigeration and their allied fields.

Vision: A healthy and sustainable built environment for all.

Code of Ethics Commitment

In this and all other ASHRAE meetings, we will act with honesty, fairness, courtesy, competence, inclusiveness and respect for others, which exemplify our core values of excellence, commitment, integrity, collaboration, volunteerism and diversity, and we shall avoid all real or perceived conflicts of interests.

Diversity Commitment

ASHRAE is committed to providing a welcoming environment. Our culture is one of inclusiveness, acknowledging the inherent value and dignity of each individual. We proactively pursue and celebrate diverse and inclusive communities understanding that doing so fuels better, more creative and more thoughtful ideas, solutions and strategies for the Society and for the communities our Society serves. We respect and welcome all people regardless of age, gender, ethnicity, physical appearance, thought styles, religion, nationality, socio-economic status, belief systems, sexual orientation or education.

Investment Strategy and Rebalancing

The Committee acknowledges that the Fund's asset allocation strategy is likely to be its primary determinant of performance. The Fund's investment strategy involves diversifying among various asset classes, investment strategies and investment managers in order to pursue the Fund's investment objective(s) while complying with its constraints.

The Fund's allocation will be monitored on a periodic basis to determine whether rebalancing back to its target allocation is warranted. This rebalancing process is likely to result in withdrawing from investments that have recently outperformed and/or adding to investments that have recently underperformed. With regards to periodic withdrawals (or contributions) that may be made to (or from) the Fund, partial rebalancing will generally have the objective of bringing the Fund closer to its target asset allocation.

The asset allocation ranges set forth in Appendix A represent a long-term view. Short-term market volatility may cause the asset mix to fall outside the targeted range.

Investment Manager Selection

The Funds may select investment managers through a variety of investment vehicles including, but not limited to, separate accounts, mutual funds, exchange traded funds (ETFs), commingled funds, or private partnerships. The Committee understands that managers have full responsibility for security selection, diversification, turnover, and allocation of holdings among selected securities and industry groups, as particularly detailed in the Investment Guidelines of each of the Fund's separately managed accounts or in the prospectus or offering memorandum for each mutual fund/ETF/commingled fund/private partnership.

The underlying investment managers selected for the Fund are intended to be selected with the care, skill and diligence that would be applied by a prudent person acting in a like capacity and knowledgeable about investing.

The Advisor will examine investment managers' investment objectives and processes; historical adherence to stated objectives and processes; depth of resources; quality of personnel; historical performance (including risk) versus various appropriate benchmarks; appropriateness of diversification; reasonableness of fees; and any other metric that may be material when evaluating investment managers' capabilities. The Advisor will use all available information and its best judgment when seeking to hire skillful investment managers. The Advisor may also select low cost, passively managed investment products where appropriate.

Investment Manager Evaluation and Oversight

The Advisor intends to periodically review the performance of the underlying investment managers and will report back to the Investment Committee. Performance monitoring is the mechanism for revisiting the investment selection process and confirming that the criteria originally satisfied remain intact and that an investment continues to be appropriate for the Fund. While frequent change is neither expected nor desirable, the process of monitoring investment performance relative to specified guidelines is an on-going process.

Events that may trigger termination of a manager include, but are not limited to, illegal or unethical behavior on the part of the manager; failure to follow investment guidelines; turnover among key personnel; a change in investment style or strategy; insufficient infrastructure to keep pace with asset growth; significant increase in expenses or fees; performance-related concerns; and any other observation the Advisor deems may prevent the manager from carrying out its duties effectively. Since several studies have demonstrated that the vast majority of strong long-term performing investment managers suffer multi-year periods of underperformance, failure to meet performance or other qualitative guidelines will not

automatically trigger a manager termination. The Advisor intends to use all known information and their best judgment to determine if and when terminating a manager is warranted. In addition, managers may be terminated at any time for any reason at the discretion of the Advisor.

Evaluating and Selecting Service Providers

In carrying out the policies of this IPS, the Committee may rely on various service providers including, but not limited to, the Advisor, trustee, custodian, administrative services provider(s), and investment managers. Such service providers generally shall be evaluated and selected based on the following:

- Furthering the Purpose of the Fund in Cost-Effective Manner. Each service provider is intended to advance the purpose of the Fund, which is to meet the objectives previously stated in this IPS. The service providers shall be expected to deliver administratively efficient services and charge fees that are reasonable given the service(s) provided.
- Core Business Commitment and Expertise. Each service provider is intended to have a history of providing services to other similar Funds and demonstrate an ongoing commitment to such business. Its employees should have a reputation among its clients for the quality of its services. The firm should show an appropriate knowledge of other applicable statutes and regulation.
- Fiduciary Status and Conflicts of Interest. To the extent required based on the services being provided to the Fund, the service provider shall acknowledge its role as a fiduciary to the Fund. Service providers are expected to disclose any potential conflicts of interest to the Advisor and Committee.

Voting of Proxies

Each investment manager is responsible for and empowered to exercise all rights, including voting rights, as are acquired through the purchase of securities, where practical. Each investment manager shall vote proxies in the best interest of the client.

Note that ASHRAE is responsible for voting proxies received from mutual funds and ETFs.

Appendix A

Asset Allocation Guidelines:	Lower Limit	Upper Limit
Cash or Cash Equivalents	0%	10%
Fixed Income	15%	40 50%
Publicly Traded Global Equity	40%	80%
<i>Domestic Equity</i>	20%	50%
<i>International Equity</i>	10%	40%
Real Assets	0%	20%
Marketable Alternatives (Hedge Funds)	0%	20%

2.413 CENTER OF EXCELLENCE FOR BUILDING DECARBONIZATION

2.413.001 SCOPE AND PURPOSE

The Center of Excellence for Building Decarbonization (CEBD) is focused on strategy, thought-leadership, industry collaboration, and public advocacy related to building decarbonization. The CEBD works with ASHRAE councils and committees that will provide operational execution of decarbonization activities.

The CEBD defines ASHRAE's strategy/roadmap for decarbonization. It will define the annual priority of all of ASHRAE's decarbonization projects aligned with that strategy and will work with ASHRAE Councils and subcommittees, to request/secure the funding to accomplish those projects from the Executive Committee. ASHRAE Councils and their subcommittees, standing committees, and technical committees will manage the funded projects.

2.413.002 MEMBERSHIP

2.413.002.1 Composition

The members of this committee shall be as follows:

- A. Eight (8) voting members, the Chair (voting member) and the Vice Chair (voting member) for a total of ten (10) voting members.
- B. Non-voting members include the Treasurer of the Society, who shall serve as Coordinating Officer, and a liaison appointed from each of the Councils (Members Council, Technology Council and Publishing and Education Council), and up to three (3) members of other organizations collaborating with the CEBD.

2.413.002.2 Qualifications

- A. The Chair and Vice Chair shall hold the grade of Full Member or higher in the Society.
- B. Voting members of the committee shall hold an Associate Grade or higher in the Society.
- C. Liaisons from the Councils must be members of the Council they represent.

2.413.002.3 Term of Service

The term of service is intended to be one (1) year for the Chair, one (1) year for the Vice Chair and two (2) years for other voting members, subject to ROB 3.300 Election and Appointment Procedures.

2.413.003 OPERATION

2.413.003.1 Primary Responsibilities

The CEBD will take a leading role in strategic and operational activities related to building decarbonization. The following is a summary of these primary activities.

- A. Strategy. Provide strategic direction for ASHRAE building decarbonization activities and work with the Planning Committee to incorporate appropriate goals into the Society strategic plan. ASHRAE's building decarbonization strategy shall be updated annually. Develop, prioritize, lead and/or participate in strategic initiatives, generally with partner organizations, that accelerate and advance building decarbonization on a global basis.
- B. Thought Leadership. Monitor future issues and trends and publicize ASHRAE's global decarbonization work to establish ASHRAE's leadership position in partnership with ASHRAE Marketing.
- C. Collaboration. Coordinate joint initiatives, events, and projects with other organizations whose work complements ASHRAE's building decarbonization activities.
- D. Public Advocacy. Work with the Government Affairs Committee to provide reliable and scientifically based technical information on decarbonization to policymakers, media, and the public.

2.413.003.2 Supporting Activities

The CEBD shall take a supporting role in a number of operational activities and may lead an operational activity if it so chooses. Where the CEBD takes a supporting role, these activities shall be led by one or more relevant councils or committees across the global ASHRAE organization. These activities shall be coordinated by ASHRAE staff, with assistance provided by CEBD members as needed. The following is a summary of these activities.

- A. Technical Resources. Expedite the delivery of technical resources that help design engineers and other industry professionals deliver and operate low-carbon buildings. Develop additional technical resources, system design, and operations guides related to building decarbonization.
- B. Technical Review. Review technical content related to building decarbonization submitted to ASHRAE for comment and approval.
- C. Standards Coordination. Coordination of ASHRAE and other industry standards for consistency in decarbonization related terminology, definitions and guidance.
- D. Training Development. Develop on-demand and in-person building decarbonization related training seminar materials for society and chapter level audiences.
- E. Resource Internationalization. Tailor existing technical resources and training materials for application outside of the United States and Canada.
- F. Member Engagement. Encourage ASHRAE membership to embrace decarbonization-related practices and provide appropriate opportunities for volunteer engagement.
- G. Development. Work with the Development Committee to help secure funding from industry partners, foundations, governments, and other external sources for the activities of the CEBD.

2.413.004 STRATEGIC PLAN

2.413.004.1 The committee shall develop procedures in coordination with the Planning Committee for recommending updates to the ASHRAE Strategic Plan and Research Strategic Plan on a continuous basis.

2.413.004.2 At a minimum, the committee shall submit a report or roadmap to the Executive Committee prior to the Annual Meeting that includes the status of each activity that supports the fulfillment of the committee's assignments under the strategic plan.

2.413.004.3 Prior to each Annual Meeting, the committee shall report to the Executive Committee all recommendations for changes to the strategic plan as reported by the Councils reporting to the committee at the Annual Meeting.

CEBD Budget

February 1, 2025 - June 30, 2026

Item	Amount	Funding Request Timing		Potential Funding Souce		
		Feb-25	Jun-25	General R	Research R	Operating
CEBD Led Activities						
Projects						
Evaluating Global ASHRAE Member Needs for Building Decarbonization Education	\$ 10,000	\$ 10,000	\$ -	\$ 10,000		
Streamlined, Flexible International Building Code Framework	\$ 60,000	\$ 60,000	\$ -	\$ 60,000		
	\$ 70,000	\$ 70,000	\$ -	\$ 70,000	\$ -	\$ -
Tech Council Led Activities						
Projects						
Refrigerant Emissions Management, Tracking and Compliance	\$ 270,000	\$ 270,000	\$ -	\$ 270,000		
Update HVAC Equipment Service Life Data		\$ -	\$ -	\$ -		
Whole Life Carbon Gap Analysis	\$ 80,000	\$ 80,000	\$ -	\$ 80,000		
Standardizing Whole Life Carbon Calculations for Building Systems	\$ 250,000	\$ 250,000	\$ -	\$ 250,000		
Whole Building/MEP Benchmarking Data Research Project	\$ 150,000	\$ 150,000	\$ -	\$ 150,000		
Decarbonization Framework for Data Centers	\$ 50,000	\$ 50,000	\$ -	\$ 50,000		
Residential Retrofits: A Summary of Existing Resources			\$ -			
Decarbonization Strategies for Supermarket Industry Archetypes	\$ 100,000	\$ 100,000	\$ -	\$ 100,000		
	\$ 900,000	\$ 900,000	\$ -	\$ 150,000	\$ 750,000	\$ -
Decarbonization Standard Development						
Expediting Carbon Related Standards	\$ 50,000	\$ 50,000	\$ -	\$ 50,000		
	\$ 50,000	\$ 50,000	\$ -	\$ 50,000	\$ -	\$ -
	\$ 950,000	\$ 950,000	\$ -	\$ 200,000	\$ 750,000	\$ -

CEBD Budget

February 1, 2025 - June 30, 2026

Item	Amount	Funding Request Timing		Potential Funding Source		
		Feb-25	Jun-25	General R	Research R	Operating
PubEd Council Led Activities						
<u>Training & Education</u>						
eLearning Course Adjustments	\$ 10,000		\$ 10,000	\$ 10,000		
Heat Pump Application and Operation Course	\$ 20,000		\$ 20,000	\$ 20,000		
Building Decarbonization Retrofits for Existing Buildings	\$ 20,000		\$ 20,000	\$ 20,000		
Building Decarbonization Audit Course	\$ 20,000		\$ 20,000	\$ 20,000		
Whole Life Carbon ALI Course	\$ 20,000		\$ 20,000	\$ 20,000		
Additional Course Material TBD	\$ 20,000		\$ 20,000	\$ 20,000		
	\$ 100,000	\$ -	\$ 100,000	\$ 100,000	\$ -	\$ -
<u>Publications</u>						
Decarbonizing Building Thermal Systems - Version 2	\$ 10,000		\$ 10,000	\$ 10,000		
	\$ 10,000	\$ -	\$ 10,000	\$ 10,000	\$ -	\$ -
<u>Certification</u>						
Decarbonization Certification			\$ -			
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ 110,000	\$ -	\$ 110,000	\$ 110,000	\$ -	\$ -
Website and Marketing						
Updates to CEBD Website	\$ -		\$ -			
External Content Development			\$ -			
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Administrative Items						
Travel Expenses (SY 2025-2026)	\$ 55,000	\$ 24,500	\$ 30,500			\$ 55,000
Contingency	\$ 226,000	\$ 204,000	\$ 22,000	\$ 76,000	\$ 150,000	\$ -
Totals	\$ 1,411,000	\$ 1,248,500	\$ 162,500	\$ 456,000	\$ 900,000	\$ 55,000



Memorandum of Understanding ASHRAE and NSBE

Founded in 1894, ASHRAE, Atlanta, Georgia serves humanity by advancing the arts and sciences of heating, ventilation, air-conditioning, refrigeration and their allied fields. The ASHRAE vision is a healthy and sustainable built environment for all.

Founded in 1975, NSBE (National Society of Black Engineers) supports and promotes the aspirations of collegiate and pre-collegiate students and technical professional in engineering and technology. With more than 600 chapters and more than 24,000 active members in the U.S. and abroad, NSBE's mission is "to increase the number of culturally responsible black engineers who excel academically, succeed professionally and positively impact the community."

ASHRAE and NSBE agree to support the Memorandum of Understanding to advance and promote the mutual interests of their respective members. We are committed to working together toward on the following activities and goals:

ASHRAE shall take responsibility for initiating the first annual liaison meeting. Action items with assigned responsibilities shall be recorded at each meeting. The parties responsible for ensuring this MOU is actively pursued through the term of the agreement are:

For ASHRAE:

Jeff Littleton
Executive Vice President
ASHRAE
180 Technology Parkway
Peachtree Corners, GA 30092
Phone: 404-636-8400
Email: jlittleton@ashrae.org

For NSBE:

Danielle Mazzuchi
Manager, Collegiate and Professional Programs
National Society of Black Engineers
205 Daingerfield Road
Alexandria, VA 22314
Phone: 301-653-2762
Email: dmazzuchi@nsbe.org

CONFERENCES AND MEETINGS

Where mutually beneficial, each organization shall explore opportunities to publicize the other organization's conferences. .

ASHRAE and NSBE agree to meet virtually at least once a year to explore opportunities to provide speakers at the other organization's events, provide updates and perspectives on technologies and trends of mutual interest and connection between organizations.

LOGOs:

Both parties will acknowledge the partnership on their respective websites.

SCHOLARSHIPS

NSBE agrees to provide relevant information, ASHRAE including scholarships, updates, and resources, to the NSBE National Programs Chair. The National Programs Chair will then disseminate this information to the program chairs within NSBE's six regions.

PUBLICATIONS

ASHRAE agrees to provide NSBE Students with the current ASHRAE student discount to ASHRAE Publications, Handbooks (hard copy or digital copy).

TERMINATION

Either party may terminate this MOU, with or without stated cause, upon providing the other party with thirty (30) days written notice of intent to terminate.

TERM

This Memorandum of Understanding (MOU) will be effective on the Effective Date and will continue for a term of one (1) year. The MOU will be automatically renewed or extended by mutual written agreement of the Parties for additional one-year terms with an expiration of (3) years from the Effective date, unless either institution provides written notice of termination at least thirty (30) days prior to the end of the current term. This Memorandum of Understanding shall be effective commencing on April 1, 2024, and shall remain in effect through March 31, 2025, in accordance with NSBE's annual MOU cycle.

LEGAL STANDING

This MOU reflects a commitment by ASHRAE and NSBE to continue and enhance their working relationship and individual efforts toward achieving mutual objectives described above. It does not create a binding obligation or agreement between the two organizations, and neither organization has an obligation to negotiate toward or enter into a binding written agreement. In addition, this MOU does not create a partnership, joint venture, fiduciary relationship or similar relationship between ASHRAE and [ORG]. Furthermore, it is understood that this Memorandum of Understanding is conceived as a dynamic document, meant to change as circumstances and priorities warrant. It may be modified or amended by written agreement between both organizations.

FOR ASHRAE

Printed Name/Title

Signature

Date

FOR NSBE

Printed Name/Title

Signature

Date



ASHRAE and NSBE 2025-2028 Work Plan to Support the 2025 Memorandum of Understanding

This MOU is an agreement to advance and promote the mutual interests of their respective members. This Work Plan outlines activities the organizations agree upon to implement the goals of the MOU. The organizations will review and update this Work Plan quarterly.

UPDATED WORKPLAN: 01.27.2025

ACTIVITY/TASK	RESPONSIBLE PARTY	TIMING	STATUS and COMMENTS
1. COMMUNICATION AND MEETINGS FOR THE MOU			
Main Liaison Meeting	Reps	Once a year	This virtual meeting shall be held outside of ASHRAE and NSBE conference schedule.
As appropriate and agreed upon, both parties will acknowledge the partnership on their respective websites.	ASHRAE: Gupta NSBE: Danielle		ASHRAE and NSBE will acknowledge the partnership on their respective websites.
2. STUDENT ACTIVITIES			
ASHRAE and NSBE will work together to explore opportunities to promote student membership at the local level. This will allow NSBE students to receive ASHRAE Student benefits.	ASHRAE: Katie Thompson NSBE: Danielle		ASHRAE and NSBE will investigate methods to increase awareness among members/students about each other's organizations. If NSBE students register as ASHRAE members they will receive the student rate for ASHRAE publications.
3. SCHOLARSHIPS			

ACTIVITY/TASK	RESPONSIBLE PARTY	TIMING	STATUS and COMMENTS
ASHRAE will inform NSBE of scholarship and grant opportunities to students who are registered as ASHRAE members. NSBE to provide information about ASHRAE scholarships and grants to their National Programs Chair to disperse amongst their six regions' program chairs.	ASHRAE: M. Smith NSBE: Danielle		https://www.ashrae.org/communities/student-zone/scholarships-and-grants https://www.ashrae.org/communities/student-zone/scholarships-and-grants/scholarship-program

KEY CONTACTS FOR WORKPLAN

NSBE Leads:					
MOU Executive Oversight	Danielle	Mazzuchi	Mgr. Collegiate Programs	dmazzuchi@nsbe.org	301-653-2762
MOU Project Manager					
Conferences and Meetings					
Publications, Communications, and Education					
Marketing and Promotion					
ASHRAE Staff Leads:					
Executive Oversight	Jeff	Littleton	Executive VP	jlittleton@ashrae.org	678-539-1100
DEI Advisory Subcommittee	Susanna	Hanson	DEI Chair	Susanna.hanson@honeywell.com	
DEI Advisory Subcommittee	Tanisha	Lisle	DEI Staff Liaison	tmlisle@ashrae.org	678-539-1111
Student Activities	Katie	Thompson	Asst. Manager, Student Activities	ktompson@ashrae.org	678-539-1212
Scholarships	Margaret	Smith	Manager of Development	msmith@ashrae.org	678-539-1201
Marketing and Promotion	Vanita	Gupta	Director of Marketing	vgupta@ashrae.org	678-539-1150



DRAFT

ASHRAE Policy for Use of Artificial Intelligence (AI)

Purpose:

The purpose of this Artificial Intelligence (AI) policy is to guide the ethical and effective use of AI technologies to serve ASHRAE members. As a publisher of technical guidelines and standards, organizer of conferences, provider of educational programs, and a research institution, ASHRAE strives to ensure that AI is used in ways that align with our mission, upholds intellectual property rights, and promotes fairness, transparency, and accountability.

Scope:

This policy applies to all employees, contractors, volunteers, and third-party partners involved in the development, use, or management of AI tools and technologies related to ASHRAE programs including publications, conferences, educational programs, and technical research.

1. Use Cases

AI is a powerful tool that can enhance ASHRAE's ability to create, share, and disseminate technical knowledge. However, it is crucial to ensure that AI is applied responsibly and within the scope of the following permissible use cases:

- **Research:** AI can be used for analyzing large datasets, identifying trends, and assisting in technical research. Outputs from AI systems should always be reviewed by ASHRAE experts for validity, accuracy, and relevance.
- **Content Editing:** AI can assist in editing content, such as improving grammar, suggesting alternative phrasing, or refining technical language. AI should **not** be used to independently generate technical guidelines, standards, or official publications.

- **Idea Generation:** AI can be used to generate ideas for new projects, innovations, or educational content. However, these ideas should always undergo human validation before implementation.
 - **Educational Programs:** AI can be integrated into educational tools, such as chatbots for interactive learning, personalized course recommendations, or automatic grading. The use of AI should aim to support, not replace, human interaction in educational contexts.
 - **Conference Management:** AI tools may be used to assist in tasks such as scheduling, organizing speaker sessions, or matching attendees with relevant content. AI tools used in the management of conferences must respect privacy and data security standards.
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2. Understanding AI

Artificial Intelligence (AI) refers to the simulation of human intelligence processes by computers. These processes include learning (acquiring knowledge and rules for using it), reasoning (using the rules to reach conclusions), and self-correction. Machine Learning (ML), a subset of AI, involves the development of algorithms that allow systems to learn from and make predictions based on data. AI can support decision-making, automate repetitive tasks, and analyze vast amounts of data at speeds beyond human capability.

3. Definitions

- **Artificial Intelligence (AI):** A branch of computer science that focuses on creating systems capable of performing tasks that normally require human intelligence.
 - **Machine Learning (ML):** A technique in AI where algorithms are trained to recognize patterns in data and make predictions or decisions based on that data.
 - **Natural Language Processing (NLP):** A subfield of AI focused on enabling machines to understand and interpret human language, such as text and speech.
 - **Bias:** A systematic error in AI predictions or outputs due to biased data or flawed algorithms, often leading to unfair or discriminatory outcomes.
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4. Recording Tools

To protect privacy and confidentiality and to protect ASHRAE and its members legally, the use of recording bots or AI-based transcription tools during conferences, webinars, or meetings is prohibited unless explicitly authorized. All recorded data must comply with privacy laws and be reviewed by a human for compliance.

5. Intellectual Property Rights and Risk Management

AI tools must be used in a way that protects the intellectual property (IP) of our organization and its stakeholders. This includes:

- **Respecting Copyright:** AI tools must not be used to infringe upon existing copyrights, whether by reproducing content verbatim or creating derivative works without appropriate permission. AI tools cannot be used to generate original content that is not validated
 - **Data Security:** AI systems must handle sensitive data, including proprietary research, member information, and conference content, securely. AI tools should not be used to extract, process, or store proprietary data without ensuring compliance with data protection regulations.
 - **Third-Party Content:** When using AI tools to generate or analyze content, users must ensure that they respect the ownership rights of third-party creators and sources.
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6. Bias and Fairness in AI

AI systems can unintentionally perpetuate or exacerbate bias due to biased training data or flawed algorithmic design. To ensure fairness and accuracy:

- **Human Oversight:** All AI-generated content, reports, or recommendations must be reviewed by a qualified human before being used in official documents, presentations, or public releases.
- **Bias Detection and Mitigation:** AI systems used at ASHRAE must be regularly assessed for bias, particularly when they affect decisions in research, education, or event management. We will prioritize the use of tools that promote fairness and transparency.

- **Inclusive Development:** Efforts will be made to ensure that AI development and implementation consider the diversity of the populations we serve, including underrepresented groups.
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7. Guidelines for AI Use in Content Creation

- **Technical Documents:** AI **cannot** be used to independently draft or finalize official technical guidelines, standards, or research papers published by ASHRAE. AI may be used to assist in research, gather preliminary information, or propose content structures, but all final content must be reviewed, validated, and approved by subject matter experts.
 - **Research:** AI tools can assist in data analysis, hypothesis generation, and literature reviews. However, all AI-assisted findings must undergo rigorous human validation to ensure they meet the standards of scientific integrity and accuracy.
 - **Idea Generation:** AI can support brainstorming and idea generation for new research initiatives or educational program development. However, human experts must critically assess these ideas before they are pursued or shared publicly.
 - **Human Validation:** For all content generated by AI, human review is essential to ensure the information is relevant, accurate, and aligned with our organizational values and standards.
 - **Meetings:** ASHRAE meetings at the Society, Regional or Chapter level should not be recorded using any means, including AI tools. AV Recordings of instructors or lecturers are allowed with permission as long as the recording does not take place at a meeting.
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8. Prohibited Uses

- **Sensitive Documents:** AI tools must not be used to process, analyze, or read documents containing sensitive or proprietary information that is not intended for public dissemination, unless specifically authorized. This includes technical research documents, internal communications, and unpublished works.
- **Deceptive Content:** AI should not be used to generate misleading or deceptive content, including content that misrepresents research findings or misleads the public or our stakeholders.

9. Transparency and Accountability

We commit to being transparent about our use of AI technologies. Any AI systems used by ASHRAE and its volunteers must:

- **Provide Clear Disclosure:** Stakeholders, including conference participants, students, and research collaborators, should be informed when AI is used in processes that affect them (e.g., data analysis, content generation, automated feedback).
 - **Accountability Mechanisms:** We will establish mechanisms to monitor and evaluate AI systems to ensure they are used in compliance with ethical standards, organizational policies, and applicable laws.
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10. Compliance and Review

All volunteers, staff, contractors, and partners using AI tools must comply with this policy. Non-compliance with the AI policy may result in corrective actions or termination of contracts.

This policy will be reviewed and updated annually to reflect changes in technology, regulatory requirements, and best practices in AI use.

Conclusion

The responsible use of AI is integral to advancing ASHRAE's mission and vision. Through this AI policy, we aim to enhance the quality of our publications, research, educational offerings, and conferences while maintaining ethical standards and safeguarding the trust of our stakeholders.