



**MINUTES**

**BOARD OF DIRECTORS MEETING**

**LAS VEGAS, NV  
Sunday, February 1, 2026**

**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 1, 2026

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**PRINCIPAL APPROVED MOTIONS**

Board of Directors Meeting

Sunday, February 1, 2026

<b>No. - Pg.</b>	<b>Motion</b>
1 – 5	Funding for transportation for members of the ASHRAE Nominating Committee to travel to and meet in person at the Annual (Summer) Meeting be restored, beginning with the 2026 Annual Conference in Austin, Texas. Funding shall also include meeting space and appropriate staff support, as has been provided in previous years.
2 - 7	The Executive Committee recommends to the Board of Directors that the IEQ CE be renamed to the CE IEQ.
3 – 8	The Executive Committee recommends that the Board of Directors approve a new Memorandum of Understanding (MOU) with the North American Sustainable Refrigeration Council (NASRC), included in ATTACHMENT D.
4 - 8	The Planning Committee recommends to the Board of Directors that the current three-year Strategic Plan (2025-2028) be extended to June 30, 2030 as a five-year plan.
5 - 12	The Board of Directors invest up to \$500,000 from General Reserves to implement the following AI recommendations from the roadmap: <ol style="list-style-type: none"><li>1. Form internal cross departmental staff AI team and one centralized place where all committee and council requests are sent and vetted.<ul style="list-style-type: none"><li>○ Fine tune the AI governance document.</li><li>○ Staff selection of a Gen AI solution and AI development platform.</li></ul></li><li>2. Development and implementation of a site wide chat bot.</li><li>3. Development of an AI tool for Handbooks and Standards.</li><li>4. Invest in staff upskilling and training in AI needs.</li></ol>

**ACTION ITEMS**

Board of Directors Meeting

Sunday, February 1, 2026

<b>No. - Pg.</b>	<b>Responsibility</b>	<b>Summary of Action</b>	<b>Status</b>	<b>Goal Date</b>
1 – 8	R3C	Draft a letter to roundtable participants to share, on an annual basis, roundtable results.		



## MINUTES

### BOARD OF DIRECTORS MEETING

Sunday, February 1, 2026

#### MEMBERS PRESENT:

Bill McQuade, President	Heather Platt Gulledge, Region IV DRC	Bassel Anbari, RAL DRC
Sarah Maston, President-Elect	Julia Timberman, Region V DRC	Carrie Brown, DAL
Ashish Rakheja, Treasurer	Maggie Moninski, Region VI DRC	Doug Cochrane, DAL
Devin Abellon, Vice President	Scott Peach, Region VII DRC*	Steve Kujak, DAL
Ken Fulk, Vice President	Joe Sanders, Region VIII DRC	Pat Marks, DAL
Trent Hunt, Vice President	Jonathan Smith, Region IX DRC	Dan Nall, DAL
Andres Sepulveda, Vice President	Buzz Wright, Region X DRC	Mike Pouchak, DAL
Jeff Littleton, Secretary	Rob Craddock, Region XI DRC	Heather Schopplein, DAL
Charles Bertuch, Region I DRC	Jason Alphonso, Region XII DRC	David Yashar, DAL
Genevieve Lussier, Region II DRC	Ching Loon Ong, Region XIII DRC	
Sherry Abbott-Adkins, Region III DRC	Mahroo Eftekhari, Region XIV DRC	
	Pankaj Dharkar, Region XV DRC	

#### GUESTS PRESENT:

Luis Alvarado	Lambros Doulos	Eduardo Maldonado	Vern Sanderson
Bill Bahnfleth	Lois Drinkwater	Thabiso Malupiya	Lori Schiavo
Costas Balaras	Chelsea Earhart	Kevin Marple	Chandra Sekhar
Bernardo Baldasso	Mohamad Fakhoury	Erony Martin	Patrick Alexander Sumadi
Steve Bean	Madeline Giovagnoli	Carolyn McCoy	Kay Thrasher*
Milena Blagojevic	Tyler Glesne	Avraham Menashe	Julia Timberman
Sarah Bordenkecher	Chuck Gulledge	Spencer Morasch	Ronald Vallort*
Chrysostomos Bouras	Jack Harrison	Nikolas Nikolopoulos	Richard Vehlow
Maya Bradley	Julia Harrod	Michael Patton	Kaustubh Wani
Fabio Clavijo	Ryan Hastings	Jessica Payne-Fraser	Tom Watson
Petros Dalavouras	Tiffany Hutcheson	Thomas Phoenix*	Tim Wentz
Lim Denise	Eileen Jensen	Mehmet Poyraz	Heather West
Remi Desire	Eric Johansen	Anmol Prabhu	James Wolf
William Dewsbury	Carrie Kelty	Jaganraj Rathinam	Ali Zahedi
Shivraj Dhaka	Colin Laisure-Pool	Keith Reihl	
Michele Mihelic*	Alexander Larson	Daniel Russell	
	Money Khanna*	Richard Rooley*	

#### STAFF PRESENT:

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

\*Indicates Virtual Attendee

**CALL TO ORDER**

The meeting was called to order at 1:40 pm.

**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**

Members, guests, and staff introduced themselves and were in attendance as noted above.

**REVIEW OF MEETING AGENDA**

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

**APPROVAL OF MINUTES**

Open session minutes from the November 11, 2025 and December 15, 2025 BOD minutes were approved via acclamation without objection.

**REVIEW OF ACTION ITEMS**

Both action items were reported as complete.

**OPEN SESSION – ADDRESSES TO THE BOARD OF DIRECTORS**

Ms. Maston read open session comments, listed below, that were submitted via the online form:

**Xiaodi Hou, Houston Chapter Member** – Couldn't find the virtual attendance. The registration description is not easy to understand the virtual attendance option.

**Paul Grahovac, Kansas City Chapter Member** – Continue support of in-person subcommittee meetings. In addition to the obvious technical benefits, companies are less likely to send their people to conferences. At least consider a surcharge for attendance. Certainly do not ban the meetings. It is still a free country that includes right to freedom of assembly.

Locate all conferences in low-cost hotels in low-cost cities.

The floor was opened for comments to the BOD and a summary of those comments are below:

**Badri Patel, Certification Committee Chair** – Thanked the BOD for their leadership and time. ASHRAE's vision is clear and would like to emphasize two words – healthy and sustainable. For the past number of years have relied heavily on ASHRAE Standards. BEQ is a rating system not a certification. ASHRAE's work on BEQ has been technically skilled but not fully recognized inside Society or by the larger industry. Society has missed opportunities in the past. Without a scalable marketing strategy, it is likely that these resources will remain under-utilized. The market is demanding a holistic approach and ASHRAE is uniquely positioned.

Mr. McQuade thanked Mr. Patel for his comment and advised that the BOD would take up the discussion at a later time.

**Tim Wentz, Presidential Member** – Had the opportunity to sit in the ExCom meeting yesterday and heard a report proposing to combine PEAC and TRAC; speak strongly against that proposal. Was one of the last President-Elects that was allowed to select my own PEAC and it was tremendously successful with a lot of imagination and creativity. The last thing we want is more regulation on these types of committees. A number of members that served on my PEAC later became ASHRAE President. Suggest that Presidential Members be surveyed to gain their insight before a final decision is made.

**Richard Vehlow, Region I Nominating Committee Member** – In this meeting, the BOD will be considering a motion to restore transportation funding for the Nominating Committee to meet at the Annual Conference. Asking that you consider passing that motion. Spoke against the motion to discontinue transportation funding at length in June. Have been coming to Society Conferences for over 20 years and have served on Nominating for around 9 years. Nominating Members need to get to know as many people as to help formulate views and make the best decisions possible. Strongly encourage the BOD to consider the motion.

**Jessica Payne-Fraser, UK Chapter Student Member** – Thank you for putting this conference on. I am a student competition winner and have been able to attend the conference with no barrier because I can get a visa to travel to the USA. However, several of my teammates were unable to attend because of their country of origin, despite having letters of support and working in the UK. There will likely be others blocked from attending as well and that is not fair; everyone should be able to attend Society Conferences. Wanted to highlight this issue for you here.

**Bill Klock, SRC Vice Chair** – Listened to a recent BOD meeting for three and a half hours and during that meeting the BOD created two new committees, reduced the recommended dues increase, and will be hosting the fall 2026 BOD meeting outside of North America. As the BOD is thinking about spending the member's money, please consider spending it judiciously.

### **PRESIDENTIAL RESOLUTIONS**

Mr. McQuade stated that Society lost two Presidential Members and giants in ASHRAE; and resolutions have been drafted to recognize them.

#### **TERRY E. TOWNSEND, P.E., 2006-07 ASHRAE PRESIDENT**

With deep respect and admiration Terry Townsend, 2006-07 Presidential Member, was acknowledged and celebrated. A resolution was read to acknowledge Mr. Townsend's contributions and honoring his memory. The resolution is included in ATTACHMENT A, and it was reported that a framed copy would be sent to Mr. Townsend's family.

#### **DAVID UNDERWOOD, P.Eng., 2015-16 ASHRAE PRESIDENT**

With deep respect and admiration, David Underwood, 2015-16 Presidential Member, was acknowledged and celebrated. A resolution was read to acknowledge Mr. Underwood's contributions and honoring his memory. The resolution is included in ATTACHMENT B, and it was reported that a framed copy would be sent to Mr. Underwood's family.

**NOMINATING COMMITTEE**

Ms. Scoggins reported on behalf of the Committee. She presented the 2026-27 slate of officers and directors (ATTACHMENT C).

She reported that the committee felt strongly that they should meet in-person at the Winter and Annual Conferences.

**TREASURER'S REPORT****2025-26 FINANCIAL UPDATE**

Mr. Rakheja presented on behalf of the Finance Committee. The full financial update was shown on screen and was attached to the agenda.

He reported that the committee had a strategy to allow for early planning on next year's budget.

He reviewed the Society's funds and reported that Society had \$5.4 million cash in hand, \$2.2 million in short-term investments, and \$7.6 million in cash available. Royalties from the AHR Expo have been received.

The Future Fund has grown to \$7.9 million and General Reserves are \$1 million above the required 2/3 minimum.

He reviewed revenue trends and reported that AHR Expo revenue was strong.

He reported that although the forecast for the current SY budget showed a slight deficit, there is nearly a balanced budget. Record AHR Expo and AHR Mexico shows have resulted in a projected surplus of \$196,900.

**MAJOR VARIATIONS AND FINANCIAL STATEMENTS – DECEMBER 2025**

Mr. Rakheja reviewed major variations of the General Fund. He reported that education was down slightly as a result of the decrease of in-person trainings.

Mr. Littleton reported that Society received a \$2.85 million grant from DOE. The grant was divided into two 18-month periods and the first period ended in December 2025. He reported that official notice from DOE was required in order to move forward with the second 18-month period and DOE has not provided that notice. He reported that the delay in notification was not due to poor performance and shared his understanding that no RECI grant recipients have received notification to proceed. As a result, all RECI grant recipients have paused work on their grants pending notification from DOE. He reported that if the grant were cancelled, salaries that would have been offset by the grant would be charged to Society.

Mr. Rakheja reported that sponsorships had been challenging. Potential sponsors at the Winter Conference are already investing a significant amount in their show booths and Society is contractually only allowed to solicit Winter Conference sponsorships from those companies participating in the AHR Expo.

He reviewed major variations in expenses and reported that there was nothing exceptional to report. He provided an update on bad debt and advised that staff was working on addressing bad debt line items and it is anticipated that the budget will end on a positive note.

Mr. Rakheja reported on investments. He reported that \$20 million is the 2/3 mark and Society was over that mark by around \$1 million.

He reviewed BOD approved Reserve Fund items – CEBD, AI feasibility consultant, and assessment of HQ basement HVAC install.

He reviewed the 2026-27 budget and advised that it would be brought to the BOD formally at a later date. He reported that Finance Committee is still waiting on strategic plan initiative funding requests from the committees and councils. He reported that the preliminary budget reflected a \$180,000 deficit but work was ongoing to bring it closer to a balanced budget.

He reported that the 2027 AHR Expo and AHR Mexico were projected to generate less income than the 2026 shows. Additionally, new items were added to the 2026-27 budget including – fall BOD meeting outside of North America, IEQ Center of Excellence, DEI standing committee, and future fund earnings.

He reviewed exposures for the 2026-27 budget – strategic plan funding requests and the DOE RECI grant.

#### **FINANCE COMMITTEE REPORT**

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

He reviewed information items from the report. He reported that Finance Committee would begin conducting in-person training for Regional Treasurers on an annual basis, beginning next SY. The training will take place at the Annual Conferences.

He reported that the Finance Committee received a motion from the Nominating Committee regarding the reinstatement of transportation reimbursement for the Annual Conference. He reported that after much debate, the Finance Committee felt it was best that the motion be referred to the BOD for further discussion and vote.

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

1. Funding for transportation for members of the ASHRAE Nominating Committee to travel to and meet in person at the Annual (Summer) Meeting be restored, beginning with the 2026 Annual Conference in Austin, Texas. Funding shall also include meeting space and appropriate staff support, as has been provided in previous years.

There was discussion of the motion, and a summary of that discussion is below:

*Spoke in favor of the motion. Asked for clarification on where the motion to eliminate funding came from.*

*Mr. Littleton reported that the recommendation came from ExCom and the BOD voted to approve it. He expressed appreciation for the critically important work of the Nominating Committee that is vital to the success of Society. He expressed that he was, however, challenged*

*to spend \$50,000 to fly 50 people to the Annual Conference for a two-hour meeting that is focused on orientation that could be done virtually. If this proposition was presented to 100 members, would the majority agree with the decision? Suggested that the majority would not support the motion on the floor.*

*When Nominating meets at the Annual Conference, selections have already been made and they don't know who the candidates for the next SY will be, so which members will they be engaging with and evaluating?*

*Reported that, if approved, the Nominating Committee would meet in-person three times.*

*Spoke in favor of the motion. When the original motion was passed by the BOD, the BOD was looking for areas to cut expenses. Since that time, the budget surplus has increased. Suggested that there was value in the in-person Nominating Committee meeting.*

*Members of the Nominating Committee spoke in favor of the motion:*

*Nominating Committee reports to the members. Suggested that the Nominating Committee Chair should have as many meetings as they think are appropriate. Shared his opinion that two in-person meetings were all that was necessary, but that the BOD should not set the limit.*

*Some orientation can be done virtually but in-person orientation helps to fill in the holes. Stated that while members do not know who the candidates are for the upcoming SY, members of the committee are aware of candidates that have been discussed in executive session and attending the Annual Conference allows members to gain firsthand knowledge of leaders coming forward from other groups.*

*Stated that \$50,000 is worth the expense to help the Nominating Committee select the best candidates who will be responsible for the entire Society's budget.*

*Last year's in-person orientation was around three hours long.*

*Suggested there was value in new and more seasoned Nominating Committee members participating in orientation as more seasoned members can provide guidance to new members. If only new members attend, the networking is not there.*

*Spoke in favor of the motion. If the BOD is going to consider the cost and time associated with in-person meetings, should ask how long the BOD will be meeting in Brasilia.*

*Spoke against the motion as written. Sat on Nominating Committee for four years and saw value in the face-to-face training the first year but in subsequent years was in the room for less than 10 minutes. Suggested that only first year Members and Alternates need to be in the room for orientation.*

*Spoke against the motion. In addition to the funds that Society provides for transportation, many regions also contribute a fairly significant amount; suggested it was not a good use of regional funds.*

*Suggested that the Nominating Committee look at agendas and have more than a few hours meeting.*

**MOTION 1 PASSED** (23:6:1, CNV). Mr. Yashar abstained.

Ms. Scoggins thanked the BOD on behalf of the Nominating Committee.

Mr. Rakheja resumed his review of information items. He reported that the Finance Committee was working on a more robust financial training presentation for BOD orientation. The goal is that the new presentation would be updated and presented annually to better inform new BOD members.

Mr. Conlan reviewed the 'Emerging Financial Risk' presentation; the presentation was shown on screen and was attached to the agenda. He asked that BOD members provide feedback on items and/or rankings presented.

Mr. Rakheja reported that the intent of the exercise was to identify financial risks and have groups within Society investigate and prepare. He reported that a dollar amount would be added to each item and a list provided to the BOD on an annual basis.

## **COMMITTEE REPORT**

### **EXECUTIVE COMMITTEE**

Mr. McQuade reported on behalf of the Executive Committee.

Mr. McQuade moved that

2. The Executive Committee recommends to the Board of Directors that the IEQ CE be renamed to the CE IEQ.

Mr. McQuade reported that there was significant discussion of consistency when creating Centers of Excellence. There was consensus that from a marketing and branding standpoint it was preferred that the newly created IEQ CE follow the naming order of the CEBD.

He reported that it was suggested that perhaps the CEBD should change its name to follow the pattern of the IEQ CE but there was consensus that the CEBD already had traction and brand recognition and changing the name a third time would be detrimental to the group's established presence in the industry and would cause confusion. To that end, because the IEQ CE has not yet been launched, a name change for that group was preferred.

Clarity about the IEQ CE's opinion of the name change was requested. Mr. Conlan reported that there was a feeling that the initial name was chosen intentionally. But the consensus was that the committee would do the work regardless of their name.

Mr. Kujak spoke against the motion. He recommended that the motion be postponed or defeated. He expressed the opinion that a name should lead with the work being done.

Ms. Maston reported that there was discussion at the ExCom meeting if naming consistency mattered if there are only two centers of excellence. It was suggested that as Society continues to grow, there could be more centers of excellence in the future. She reported that, from a Development standpoint, new centers of excellence should not be created.

She suggested that the BOD be forward thinking and aligned; from an outside resource and marketing standpoint, ASHRAE as a global organization needs to be consistent.

**MOTION 2 PASSED** (26:4:1, CNV). Mr. Yashar abstained.

Mr. McQuade moved that

3. The Executive Committee recommends that the Board of Directors approve a new Memorandum of Understanding (MOU) with the North American Sustainable Refrigeration Council (NASRC), included in ATTACHMENT D.

Mr. McQuade reported that the draft MOU and work plan were attached to the agenda. The full motion background was shown on screen and included in the report.

**MOTION 3 PASSED** (Unanimous Voice Vote, CNV).

Mr. McQuade reviewed information items from the report.

It was asked if the DRCs would be given a summary of action items from the industry roundtables to share with participants. Ms. Maston responded that the final roundtable summary report included a list of suggested action items for each of the councils as well as an executive summary of each of the roundtables. There was consensus that there was value in sharing the entire report with the regions and participants; part of the value is to recognize that no region is an island and there are similar issues in multiple regions.

It was stated that it was a great deal of work for the regions to organize the CRC roundtables and were more cumbersome than some might think. It was stated that it was important to the regions and participants that action taken based on roundtable feedback be reported back to those that gave their time.

The R3C will draft a letter to roundtable participants to share, on an annual basis, roundtable results.

**AI - 1**

#### **PLANNING COMMITTEE**

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

Mr. Sepulveda moved that

4. The Planning Committee recommends to the Board of Directors that the current three-year Strategic Plan (2025-2028) be extended to June 30, 2030 as a five-year plan.

Mr. Macauley read the full background shown on screen.

The floor was opened for discussion and a summary of that discussion is below:

*Spoke in favor of the motion. Finance Committee is still waiting for the councils to provide their plans related to the new strategic plan. Has anything new emerged for the new 2035 Vision?*

*Mr. Macauley responded that Vision 2035 was still in progress. Once the document is finalized and approved by the BOD, PLC will do a deep dive to determine if there are any changes that need to be made to the strategic plan.*

*Spoke in favor of the motion. Suggested that it was important for future strategic plans to include benchmarks to help monitor if Society is making progress towards its future goals.*

*Mr. Macauley responded that Planning would be doing a review of the KPIs developed for the current three-year cycle to determine if changes are needed for the updated five-year plan.*

*Spoke in favor of the motion. Suggested that the recommendation was properly timed, appropriate, and was in line with the earlier recommendations for a five-year renewal.*

*Spoke in favor of the motion. Reported that RAC was working on developing a research strategic plan and the goal is to align with Society's strategic plan. Suggested that not extending the current three-year plan could cause misalignment with the research strategic plan.*

**MOTION 4 PASSED** (Unanimous Voice Vote, CNV).

Mr. Macauley reviewed information items from the report.

### **SUBCOMMITTEE AND AD HOC REPORTS**

#### **BOD DEI ADVISORY SUBCOMMITTEE**

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

He reported that the subcommittee was assisting with the transition to the new DEI standing committee and had been very busy and was moving at light speed. He reported that an ad hoc had been formed to assist with the transition and the goal was to meet at least every two weeks.

Mr. McQuade celebrated the subcommittee for their great change management.

It was asked how members could be recommended for the new standing committee. It was reported that a subcommittee was created to discuss and generate a list of potential candidates. It was requested that recommendations be sent to Ms. Maston for consideration.

#### **AI ROADMAP REPORT**

Mr. Littleton reported that following the BOD's approval, an AI consultant was engaged, and an AI roadmap was developed. He reported that Ms. Reiniche was leading the charge, and he asked that she present the report to the BOD.

Ms. Reiniche thanked the BOD for approving the investment in an AI consultant. She reported that the full proposed roadmap was quite long and would be shared with the BOD via email after the meeting. She reviewed the abbreviated roadmap presentation, it was shown on screen and was attached to the agenda.

She reported that only 8% of corporations have a corporate-wide AI strategy in place, only 7.4% of nonprofits have an AI strategy, and only 11% of nonprofits have adopted AI.

AI is evolving rapidly and as Society continues to develop AI tools it is important that Society stay aware of regulatory initiatives around the world.

She reported that several high use cases were identified where current AI maturity and resources were each evaluated for feasibility and impact; including, member recruitment, member engagement, streamlining operations, and strategic insights and decision-making support.

It is recommended that Society do the following:

- Establish an AI cross departmental staff team and create/modernize AI policies.
- Set AI expectations and implement training and change management to increase adoption, reduce fear, and build staff confidence.
- Select and roll out a centralized GenAI solution, followed by an AI development solution.
- Launch Project 1, a Chatbot to support member services and engagement, as the first AI development initiative using a structured proof of concept and testing approach.
- Build organizational capabilities to develop AI products.

She reported that the estimated cost was \$322,740 – \$366,740 based on similar projects and estimates received from vendors. It is possible that costs could be higher, but the hope is that as AI evolves, costs will decrease.

She reported that the request of the BOD is to invest \$325,000 from General Reserves to implement the following AI initiatives:

- Form internal staff AI team and one centralized place where all committee and council requests are sent and vetted.
  - Fine tune the AI governance document.
  - Staff selection of a Gen AI platform.
  - Selection of AI Development platform.
- Development and implementation of a site wide chat bot.
- Development of an AI tool for Handbooks and Standards.
- Investing in staff upskilling and training in AI needs.

She reported that it is recommended that implementation of the above recommendations be staggered.

The floor was opened for discussion and a summary of that discussion is below:

*How much input has membership had?*

*Ms. Reiniche responded that the final roadmap recommendations have not been shared with members. A prior deliverable that outlined prior use cases was shared with members of the GenAI MTG.*

*AI is in its infancy but things are exploding across all sectors and there are dozens of platforms out there now. Would expect to see many other players enter the market then collapse to just a handful of providers. Suggested that the BOD be cautious when selecting something to build on continuously.*

*Ms. Reiniche responded that as AI changes, the criteria and priorities will need to change.*

*How confident is the consultant with the estimated costs? Suggested that the projected costs seemed low. If the sense is that we might need more, suggest increasing the budget initially rather than asking for more at a later date.*

*Ms. Reiniche responded that only one vendor had been engaged. She reported that, in her experience with other IT tools, they always cost more than what is initially estimated.*

*Ms. Reiniche responded to a comment that the presentation did not seem to be ASHRAE specific. She responded that the presentation was condensed and that the longer presentation included significantly more background that is ASHRAE specific. AI tools would have to be ASHRAE trained and that training can be difficult; will require testing teams and members with expertise to “try to break it.” She reported that the staff team was in agreement that an AI chatbot would have the highest impact and bring the most value to members even though it is also the most difficult.*

*It was asked when the BOD was expected to approve the requested budget. Mr. McQuade responded that timeliness was of the essence. He suggested that one path forward could be for the BOD to approve an “up to” budget. He reiterated that things will change over time and the budget will need to be adjusted over time.*

*Ms. Reiniche was asked to identify the most significant risks; she responded that the highest risk at the moment was choosing the tool. She suggested that if Society chose to wait, another organization will move forward with what is being suggested. She added that missing the opportunity would mean losing out on providing that member benefit as well as any possible income it could generate.*

*Expressed full support of the initiative. Suggested that it was most important that Society is starting the work. Suggested that the budget would need to be evaluated annually. Also expressed that the return on investment was also important.*

*Spoke in favor of the initiative. Suggested that proposed budget was too low. It was asked if the proposed new staff position would be a director level position. Ms. Reiniche responded that had not been discussed internally. She reported that the current recommendation is that one staff member from each department serve and additional staff may be requested further down the road.*

*It was asked if the Foundation was engaged to assist with funding. Ms. Reiniche reported that the initiative had not been discussed with the Foundation; she reported that the sense was that it was important for the BOD to make a decision on the roadmap first.*

*What will the consultants role be? Ms. Reiniche responded that the consultant had been paid in full. She recommended that all projects be put out for bid.*

*It was suggested that an AI budget line be created and that from the total amount approved, any remaining funds be carried over from one budget year to the next.*

*Does Society currently have an AI policy related to the use of AI for low level tasks? Ms. Reiniche responded that the intent is that Society will have policies and guidelines for the chapters on when AI can and cannot be used. Mr. Littleton added that Society currently has*

*an AI policy, posted on the website, that provides some of the guidance requested. He added that as Society moves forward with the AI roadmap, the policy will be modified if additional opportunities for the chapters to use AI are identified.*

*Would the initial funding come from the Reserves but ongoing funding from the General Fund? Mr. McQuade responded that this work is exactly what General Reserves are for and as the Future Fund grows it will help to offset operating expenses. Mr. Rakheja reported that General Reserves was \$1 million above the 2/3 threshold, specifically because the Finance Committee knew this request was coming.*

Ms. Maston moved and it was seconded that

5. The Board of Directors invest up to \$500,000 from General Reserves to implement the following AI recommendations from the roadmap:
  - Form internal cross departmental staff AI team and one centralized place where all committee and council requests are sent and vetted.
    - Fine tune the AI governance document.
    - Staff selection of a Gen AI solution and AI development platform.
  - Development and implementation of a site wide chat bot.
  - Development of an AI tool for Handbooks and Standards.
  - Invest in staff upskilling and training in AI needs.

**MOTION 5 PASSED** (30:0:1, CNV). Mr. Yashar abstained.

### **INFORMATION ITEMS**

#### **APPOINTMENTS UPDATE (SINCE JUNE 2025)**

Mr. McQuade reported that the list attached to the agenda reflected adjustments made to appointments since June 2025. He reported that changes were highlighted in red and were provided for the BOD's information.

#### **REPORT OF THE PRESIDENT**

Mr. McQuade reported that he had not counted his total days on the road as of yet, but that he had attended six CRCs, CONBRAVA, CIBSE, AIIR Romania, Greenbuild IEQ Conference, and Water Wellness. He reported that he also met with multiple other organizations, including RMI, USGBC, SHASHE, in addition to visiting several universities, chapters, and student chapters along the way.

He reported that he had also visited some of the companies that support Society, including Daikin, Bosch, York, AAON, Greenheck, and a number of others.

He reported that his travel schedule was going to be very busy for the remainder of the Society Year.

He thanked the DRCs for their support during his trips to CRCs and to the chapters.

He expressed that he was enjoying his time on the road and the opportunity to represent Society.

**UPCOMING MEETINGS**

Mr. McQuade reviewed upcoming BOD meetings.

**EXECUTIVE SESSION**

Executive session was called at 4:46pm.

Open session reconvened at 5:19pm.

**ADJOURNMENT**

The meeting adjourned without objection at 5:20pm.

*Jeff Littleton*

Jeff H. Littleton, Secretary

**ATTACHMENTS:**

- A. Terry E. Townsend Resolution
- B. David Underwood Resolution
- C. 2026-27 Slate of Officer and Director Nominees
- D. NASRC MOU



## RESOLUTION

### *Terry E. Townsend, P.E.*

*Presidential Member, Fellow ASHRAE*

**Whereas:**

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

**Who**, through his presidential theme of “*The ASHRAE Promise: A Sustainable Future*” during the 2006-07 Society Year, called upon the Society and the global built-environment community to take decisive action to ensure a healthier, more energy-efficient and environmentally responsible world for future generations; and

**Who**, through his vision for a sustainable future, was grounded not only in technical excellence, but also in a moral imperative, emphasizing that engineers, researchers, manufacturers, building owners, and policymakers all share a responsibility for reducing environmental impact and improving the performance of the built environment worldwide; and

**Who**, during his presidency, championed major initiatives that strengthened ASHRAE’s leadership in sustainability, including advancing a long-range research strategic plan, supporting the development of high-performance building guidance, encouraging integrated design practices, and promoting the global dissemination of ASHRAE standards, education, and technology; and

**Who**, was instrumental in elevating ASHRAE’s role on the world stage by encouraging collaboration with international organizations, expanding global training resources, and ensuring that ASHRAE’s technical leadership reached practitioners across regions and cultures; and

**Who**, throughout his distinguished career as a consulting engineer, educator, industry advisor, and active ASHRAE volunteer, consistently demonstrated integrity, vision, and a steadfast commitment to improving building systems for the good of society; and

**Whose**, his leadership style was practical, forward-looking, and grounded in service, inspiring countless members, volunteers, and future leaders to embrace innovation, environmental responsibility, and the pursuit of a more sustainable built environment.

**Be It Therefore Resolved**, that ASHRAE extends its deepest gratitude to the family of Terry E. Townsend for his exceptional service, leadership, and lasting contributions to the Society and

the built-environment profession; and that his legacy of connection, collaboration, and commitment will continue to guide and inspire future generations of ASHRAE members.

**Be It Further Resolved** that the Board of Directors of ASHRAE, at its meeting of February 1, 2026, observes the passing of Terry E. Townsend 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.



## RESOLUTION

*David Underwood, P.Eng.*

*Presidential Member, Fellow ASHRAE*

**Whereas:**

It is with deep respect and admiration that we honor the memory of *David Underwood, P.Eng., Presidential Member, Fellow ASHRAE*;

**Who**, through his presidential theme of “*Making Connections*” during the 2015-16 Society Year, embodied a powerful vision for strengthening our Society by forging meaningful ties among ASHRAE members, industry professionals, communities, governments, and the public, with the aim of advancing the built environment for a sustainable world; and

**Who**, during his presidency championed collaboration across disciplines, promoting a shift in research and practice to engage researchers, consultants, contractors, owners and users alike, thus bridging technical, operational, and community perspectives; and

**Who**, emphasized the critical role of education, standards, innovation, and global engagement in fulfilling ASHRAE’s mission to serve humanity and foster sustainability, encouraging ASHRAE to invest in people, ideas and connections that endure; and

**Whose**, professional career, founding and leading an HVAC&R design-build enterprise, contributed to standards and building codes, and active participation in multiple committees and associations, reflected decades of dedication to excellence, safety, and advancement in HVAC&R and building science; and

**Whose**, service as ASHRAE Society President, Director-at-Large, Vice-President, Treasurer, and long-time volunteer exemplifies selfless leadership, mentorship, and a commitment to uniting members of a global Society behind shared goals; and

**Who**, through his leadership, vision, and personal example, strengthened ASHRAE’s foundation, broadened its reach, and inspired a spirit of cooperation and shared purpose among members worldwide.

**Be It Therefore Resolved**, that ASHRAE extends its deepest gratitude to the family of David Underwood for his exceptional service, leadership, and lasting contributions to the Society and the built-environment profession; and that his legacy of connection, collaboration, and commitment will continue to guide and inspire future generations of ASHRAE members.

**Be It Further Resolved** that the Board of Directors of ASHRAE, at its meeting of February 1, 2026, observes the passing of David Underwood 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.



**2026-27 Slate**  
**Society Officers and Directors**

**President-Elect**

Ashish Rakheja

**Treasurer**

Wade Conlan

**Vice President**

Blake Ellis

Mahroo Eftekhari

**Director and Regional Chair**

VII – Carrie Kelty

VIII – Keith Reihl

IX – Daniel Russell

X – Colin Laisure-Pool

XIV – Eduardo Maldonado

**Director at Large**

Martin Dieryckx

Krishnan Gowri

Filza Walters

Doug Fick, Alternate

## Memorandum of Understanding (MOU)

### I. Purpose

The purpose of this Memorandum of Understanding (MOU) is to establish a framework for collaboration between ASHRAE and North American Sustainable Refrigeration Council (NASRC) to advance sustainable refrigeration practices, support education and workforce development, and promote the adoption of innovative and environmentally friendly technologies in the refrigeration sector. This partnership leverages NASRC's unique and direct connection to the food retail supermarket sector, bringing critical industry insight and real-world perspective to support ASHRAE's mission.

### 2. Background

ASHRAE is a global society advancing human well-being through sustainable technology for the built environment, with a focus on building systems, energy efficiency, indoor air quality, refrigeration, and sustainability within the industry through research, standards writing, publishing, and continuing education.

NASRC is a 501(c)(3) environmental nonprofit dedicated to advancing natural refrigerants solutions by collaborating across the refrigeration industry. NASRC leverages this deep engagement with the refrigeration sector, including more than 55,000 food retail locations, to build a sustainable workforce, facilitate funding opportunities, and drive continuous improvement.

By partnering with NASRC, ASHRAE gains access to the collective experience and expertise of the supermarket industry-one of the largest and most influential segments in commercial refrigeration. This connection allows ASHRAE to ground its research, recommendations, and educational initiatives in the practical realities of food retail, ensuring that solutions are actionable, relevant, and widely adopted.

NASRC benefits from collaboration with ASHRAE by gaining access to ASHRAE's extensive technical resources, research, and standards development expertise, which supports NASRC's mission to advance natural refrigerant solutions. Through this partnership, NASRC is able to leverage ASHRAE's global network and reputation to amplify its initiatives, broaden industry impact, and accelerate the adoption of sustainable refrigeration practices.

### 3. Areas of Collaboration

ASHRAE and NASRC agree to collaborate in the following areas, as mutually determined to be of interest and benefit:

- **Conferences and Meetings**
  - Join attendance at both conferences and meetings.
- **Communication and Knowledge Exchange:**
  - Establish defined points of contact within each organization to facilitate regular communication and information sharing.
  - Share industry insights, research findings, and technical information, with a focus on supermarket sector needs and trends
  - Cross-promote relevant events, publications, and initiatives to maximize industry impact
  - Invite liaisons to participate in relevant committee meetings and events to enhance information exchange and coordination.
- **Education and Workforce Development:** Explore opportunities to jointly develop and promote education and workforce improvement initiatives, including but not limited to:
  - Online training modules
  - Certification programs
  - Seminars and workshops on refrigeration topics, leveraging NASRC's retailer network for broad reach and practical feedback.
- **Research Collaboration:**
  - Identify and pursue research projects of mutual interest, particularly those related to the adoption of natural refrigerants in the refrigeration sector.
  - Leverage NASRC's supermarket data and case studies to inform ASHRAE's research priorities and technical guidelines.

#### 4. Implementation

- Each organization will designate a primary point of contact for the implementation of this MOU.
- Specific projects or initiatives will be defined in supplemental agreements or work plans as mutually agreed.

[LOGO HERE]

**NASRC and ASHRAE**  
2025 – 2028 Work Plan  
to Support the  
2025 Memorandum of Understanding

These two organizations signed a Memorandum of Understanding (MOU) at a date to be determined. This MOU is an agreement to advance and promote the mutual interests of their respective members. This Work Plan outlines specific activities the organizations agree upon to implement the goals of the MOU. The organizations will review and update this Work Plan quarterly.

ACTIVITY/TASK	RESPONSIBLE PARTY	TIMING	STATUS and COMMENTS
<b>COMMUNICATION AND MEETINGS FOR THE MOU</b>			
	Both	April – December 2025	Danielle Wright, Doug Scott, Bruce Nelson and Don Brandt
<b>1. CONFERENCES AND MEETINGS</b>			
Attending Annual Conference	Both	Annually	Joint Attendance at both conferences.
<b>2. COMMUNICATION AND KNOWLEDGE EXCHANGE</b>			
Establish defined points of contact within each organization	Both	Ongoing	Danielle is the primary NASRC contact. Don Brandt is the primary ASHRAE contact as the REF Committee Chair.
Share industry insights, research findings, and technical information, with a focus on supermarket sector needs and trends	Both	Ongoing	Coordinate opportunities through REF Committee.
Cross-promote relevant events, publications, and initiatives to maximize industry impact	Both	Ongoing	NASRC to promote ASHRAE Conferences and events and look for opportunities to contribute technical articles to the ASHRAE publications. Present in ASHRAE Chapter events and presentations. ASHRAE to promote events held in collaboration with NASRC.

Commented [DW1]: Add to MOU?

ACTIVITY/TASK	RESPONSIBLE PARTY	TIMING	STATUS and COMMENTS
Invite liaisons to participate in relevant committee meetings and events to enhance information exchange and coordination.	Both	Currently	<p>Danielle to participate as NASRC liaison on REF Committee. ASHRAE members participate in NASRC CO2 Technical Committee.</p> <p>NASRC to work with ASHRAE chapters to organize visits for sites using natural refrigerants.</p> <p>NASRC to participate in ASHRAE SSPC 90.1 as voting member.</p> <p>NASRC to support participation of members in ASHRAE TC 10.7.</p>
<b>3. EDUCATION AND WORKFORCE DEVELOPMENT</b>			
Explore opportunities to jointly develop and promote education and workforce improvement initiatives	Both	On-going	<p>NASRC to collaborate with ASHRAE student chapter on Cal Poly University Student Engineer Training to promote refrigeration career opportunities.</p> <p>Look for opportunities to collaborate on a Refrigeration Training Summit for Engineers, include focus on applicable codes and standards.</p>
<b>4. RESEARCH COLLABORATION</b>			
Identify and pursue research projects of mutual interest, particularly those related to the adoption of natural refrigerants in the refrigeration sector.	Both	On-going	<p>NASRC to support ASHRAE research projects as needed:</p> <ul style="list-style-type: none"> <li>• Infiltration in cold storage project, co-sponsored with IIAR</li> <li>• CEC Title 24 funded research</li> </ul>
Leverage NASRC's supermarket data and case studies to inform ASHRAE's research priorities and technical guidelines.	Both	On-going	NASRC to support the sharing of supermarket data and case studies to support ASHRAE research projects.

### KEY CONTACTS FOR WORKPLAN

<b>Organization 1 Leads:</b>					
MOU Executive Oversight	Danielle	Wright	Executive Director	<a href="mailto:Danielle.wright@nasrc.org">Danielle.wright@nasrc.org</a>	503-869-4191

MOU Project Manager	Danielle	Wright	Executive Director	<a href="mailto:Danielle.wright@nasrc.org">Danielle.wright@nasrc.org</a>	503-869-4191
Conferences and Meetings	Morgan	Vanzo	Senior Director	<a href="mailto:Morgan.vanzo@nasrc.org">Morgan.vanzo@nasrc.org</a>	585-217-2254
Communications	Morgan	Vanzo	Senior Director	<a href="mailto:Morgan.vanzo@nasrc.org">Morgan.vanzo@nasrc.org</a>	585-217-2254
Education and Workforce Development	Morgan	Vanzo	Senior Director	<a href="mailto:Morgan.vanzo@nasrc.org">Morgan.vanzo@nasrc.org</a>	585-217-2254
Research Collaboration	Danielle	Wright	Executive Director	<a href="mailto:Danielle.wright@nasrc.org">Danielle.wright@nasrc.org</a>	503-869-4191
Marketing and Promotion	Morgan	Vanzo	Senior Director	<a href="mailto:Morgan.vanzo@nasrc.org">Morgan.vanzo@nasrc.org</a>	585-217-2254
<b>ASHRAE Staff Leads:</b>					
Executive Oversight	Jeff	Littleton	Executive VP	<a href="mailto:jlittleton@ashrae.org">jlittleton@ashrae.org</a>	678-539-1100
Board Liaison	TBD				
Conferences and Meetings	Ragan	McChan	Senior Manager, Conference Programs	<a href="mailto:rmchan@ashrae.org">rmchan@ashrae.org</a>	678-539-1219
Publications and Education	Mark	Owen	Director of Publications and Education	<a href="mailto:mowen@ashrae.org">mowen@ashrae.org</a>	678-539-1187
Technical Activities Coordination	Stephanie	Reiniche	Director of Technology	<a href="mailto:sreiniche@ashrae.org">sreiniche@ashrae.org</a>	678-539-1143
Policy, Government Affairs, and Advocacy	Alice	Yates	Director of Government Affairs	<a href="mailto:ayates@ashrae.org">ayates@ashrae.org</a>	(202) 833-1830
Marketing and Promotion	Vanita	Gupta	Director of Marketing	<a href="mailto:vgupta@ashrae.org">vgupta@ashrae.org</a>	678-539-1150

Grassroots/Chapter Outreach/Member Services	Lizzy	Seymour	Director of Member Services	<a href="mailto:lseymour@ashrae.org">lseymour@ashrae.org</a>	678-539-1104
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