



MINUTES

BOARD OF DIRECTORS MEETING

PHOENIX, AZ

Wednesday, June 25, 2025

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

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Wednesday, June 25, 2025

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PRINCIPAL APPROVED MOTIONS

Board of Directors Meeting

Wednesday, June 25, 2025

No. - Pg.	Motion
1 - 4	<p>The following be approved as a consent motion:</p> <p>A. That Fiducient Advisors LLC be approved as ASHRAE investment advisor for fiscal year 2025-2026.</p> <p>B. That Jones and Kolb be approved as ASHRAE Certified Public Accountants for fiscal year 2025-2026.</p> <p>C. That the appropriate and required bank resolutions for institutions in which ASHRAE funds are deposited as executed by officers for fiscal year 2025-2026 be approved.</p> <p>D. That King & Spalding LLP be retained as ASHRAE legal counsel for fiscal year 2025-2026.</p>
2 - 4	<p>Members Council recommends to the Board of Directors to defeat referred Motion 25-11-1 that the Historical Committee be moved from Publishing and Education Council to Members Council.</p>
3 – 5	<p>Members Council recommends to the Board of Directors to approve referred Motion 25-11-5 that effective SY 2026-27, all future Region XI Chapters Regional Conferences (CRC) be held in the Fall.</p>
5 - 5	<p>MOTION 4 be amended as shown below:</p> <p>Members Council recommends to the Board of Directors that effective July 1, 2026, Chapters be given the option to have their dues <u>Chapter dues collected by Society via the online join and renewal forms</u> be mandatory for all ASHRAE members <u>choosing to be</u> assigned to their a chapter, including Life Members.</p>
8 - 8	<p>Members Council recommends to the Board of Directors to increase the 2025-2026 CTTC budget by \$20,000 for the DL program, effective July 1, 2025.</p>
10 -9	<p>MOTION 8 be amended as shown below:</p> <p>Members Council recommends to the Board of Directors to increase the 2025-2026 CTTC budget by \$50,000 <u>\$20,000</u> for the DL program, effective July 1, 2025.</p>
11 – 9	<p>Members Council recommends to the Board of Directors to approve editorial changes to ROB 1.201.010 ASHRAE Policy and Procedure for Format, Activity, and Content of Websites for ASHRAE Groups.</p>
12 – 10	<p>ASHRAE allocate \$50,000 from general reserves to study appropriately conditioned space to maintain its world class library of ASHRAE and industry publications and archival items from the Society’s history.</p>
13 - 10	<p>PEC Planning Subcommittee recommends that PEC approve and forward to the BOD for approval changes to the PEC ROB as shown:</p> <p style="text-align: center;">2.302 PUBLISHING AND EDUCATION COUNCIL</p> <p>2.302.01 SCOPE AND PURPOSE (19-06-26-13)</p> <p>This council is responsible for the manufacturing, delivery, and fiscal impact of all ASHRAE publications and professional development products with consideration given to (1) recognized need, (2) potential for sales income, (3) budget constraints, and (4) joint funding agreements. Using established</p>

	<p>guidelines and procedures, this council shall work with managing groups of publications at project inception, during execution, and upon completion to ensure a balance of the above considerations is achieved.</p> <p>2.302.02 MEMBERSHIP</p> <p>2.302.02.1 The members of this Council are as follows:</p> <p>A. Chair: A Vice President of the Society</p> <p>B. Vice-Chair: A Vice President of the Society</p> <p>C. Voting Members: Chair, Vice Chair, up to four (4) Directors, plus the following positions elected by the Board of Directors:</p> <ol style="list-style-type: none"> 1. One past voting member from each of the following committees reporting to this council. :-Certification, Training and Education, Handbook, Publications. 2. Current Chair <u>from each of the following committees reporting to this council. :-Certification, Training and Education, Handbook and Publications.</u> <p>D. Non-Voting Members: Vice Chairs of each committee reporting to this council.</p>
14 - 11	Technology Council recommends that the Board of Directors approve the <i>Human Health & Wellness in the Built Environment</i> position document (PD).
16 - 13	MOTION 15 be postponed until the Winter 2026 BOD meeting.
18 - 14	<p>ExCom recommends to the Board of Directors that Society modify its MOU strategy and update the MOU template to:</p> <ul style="list-style-type: none"> ○ Remove the 3-year expiration term. ○ Develop work plans and assign a liaison for organizations that Society wants to collaborate with more closely.
19 - 15	<p>The Society Rules Committee recommends to the Board of Directors that the below changes to ROB Section 3.700 Society Scholarship Program Rules be approved as presented:</p> <p>3.700 SOCIETY SCHOLARSHIP PROGRAM RULES</p> <p>...</p> <p>3. OPERATING RULES</p> <p>3.1 Types of Scholarships and Criteria (18-06-26)</p> <p>...</p> <p><u>3.1.6 Student scholarship recipients must be continuously enrolled in their eligible degree program.</u></p> <ul style="list-style-type: none"> • A student who opts to participate with a school's cooperative outside work program and/or outside work internship while meeting all the school's requirements for its respective academic program shall be considered a full-time student for the purpose of determining scholarship eligibility. <p><u>• If a student graduates from their eligible academic program prior to receiving all</u></p>

scholarship funds, then no further scholarship disbursements will be provided.

• If at any time a student is not a full-time student or leaves the eligible academic program, then no further scholarship disbursements will be provided.

3.1.7 If a scholarship recipient is deemed ineligible prior to receiving any funds, then the Trustees will identify the next eligible applicant for consideration. Upon consideration, Trustees will determine, by vote, to either provide the scholarship or hold the funds and issue an additional scholarship during the next selection cycle. If a portion of the scholarship has been provided, then the remaining funds will be kept in the appropriate scholarship account for future awards.

(Note: If the scholarship is given to a student or through an institution outside the United States, such grant or scholarship shall also be in conformance with local laws and regulations.)

...

3.4 Organization and Responsibility

3.4.1 The Scholarship Trustees comprises six voting members, including the chair and vice chair, and the Chief Staff Officer, who shall be a non-voting member. Voting members shall be elected according to ROB 3.300.008 Election Procedures for ASHRAE Scholarship Trustees. The members of the Scholarship Trustees shall elect one member to serve as Chair and one member to serve as Vice Chair each year.
(00-03-09-24)

~~3.4.2 One Scholarship Trustee shall serve as a voting member on the ASHRAE Development Committee. (19-06-25-08)~~

3.4.3 The Scholarship Trustees will meet at least twice annually at the Winter and Annual Conferences.

3.4.4. To maintain continuity, the Chief Staff Officer will be responsible for the overall administration of the program as specified in this document and the Scholarship Trustees Manual of Procedures.

3.4.5 The Comptroller/Director of Administrative Services will be responsible for control of receipts to the fund, preparing financial reports on the balance of the fund, and distribution of checks to the scholarship recipients.

ACTION ITEMS

Board of Directors Meeting

Wednesday, June 25, 2025

No. - Pg.	Responsibility	Summary of Action	Status	Goal Date
1 – 5	ExCom	Discuss ways to better support the Historical Committee.		
2 – 8	Maston	Follow up with the recommendation to investigate developing lump sum registration rates that would include all special events at the Society Winter and Annual Conferences.		
3 – 9	ExOs	Remind committees of the budget timeline.		
4 – 10	Staff	Discuss the BOD approved motion to allocated \$50,000 from General Reserves to investigate creating/updating archival space at HQ.		



MINUTES
BOARD OF DIRECTORS MEETING

Wednesday, June 25, 2025

MEMBERS PRESENT:

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

GUESTS PRESENT:

Colin Laisure-Pool	Spencer Morasch
Costas Balaras	Michael Patton
Charlene Bayer	Chandra Sekhar
Allen Gates	Brandon Sheiner
Steven Gerazounix	Tais Mitchell
Lake High	
Eric Johansen	

STAFF PRESENT:

Candace Denton, Sr. Manager - Board Services	Hayley Booker-Lauridson, Conference Programs Coord.
Chandrias Jolly, Manager - Board Services	Daniel Gurley, Sr. Mgr. - Membership*
Vanita Gupta, Director – Marketing	Ragan McHan, Sr. Mgr. – Conference Programs
Lizzy Seymour – Director – Member Services*	Joslyn Ratcliff, Sr. Mgr. – Marketing + Communications
Mark Owen, Director - Publications & Education	Heather Kennedy, Editor - Handbook*
Kirstin Pilot, Director - Development	Rhiannon Masterson, Mgr. – Chapter Programs*
Stephanie Reiniche, Director - Technology	
Alice Yates, Director - Government Affairs	
Craig Wright, Director of Finance	

*Indicates Virtual Attendee

CALL TO ORDER

Mr. Knight asked if there was any additional business to come before the 2024-25 BOD. Hearing none, he adjourned the 2024-25 ASHRAE Annual Meeting.

Mr. McQuade called the first meeting of the 2025-26 BOD to order at 2:00pm.

He welcomed and acknowledged new members of the BOD.

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. 'AI Policy,' 'DAL/DRC Balance on the BOD,' and 'Foundation Decision' were added to *New Business*.

OPEN SESSION – ADDRESSES TO THE BOARD OF DIRECTORS

There were no in-person or online addresses to the BOD.

REPORT OF THE 2025 ANNUAL MEETING**REPORT ON SPRING 2025 MEMBER BALLOT**

Mr. Littleton reported that the 2025 spring member ballot results were announced at the Presidential Luncheon. He reported that 2,856 members representing 6.43% of eligible voting members responded. Of those that responded, 98% voted to approve the officer and director candidates and 96% voted to approve the proposed Bylaws amendment.

PHOENIX ANNUAL MEETING RECAP

Mr. Littleton asked staff directors to provide updates on the work of their respective departments at the Phoenix Annual Meeting. A summary of those updates is below:

Mr. Owen reported:

Total sales from the bookstore, which was located at the Convention Center, was \$20,562. For comparison, total sales for the Indianapolis conference was \$23,369.

Top 3 sellers by revenue:

- 1. ASHRAE Pocket Guide for Air-Conditioning, Heating, Ventilation, Refrigeration, 10th Edition – I.P. - \$1,062.00*
- 2. Tech/Symposium Papers at Meeting - \$569.00*
- 3. STD 55-2023 – Thermal Environmental Conditions for Human Occupancy - \$550.00*

ALI Courses – Total course revenue from 10 courses and 115 registrants is \$22,210 which is about \$2,600 less than Indianapolis and about \$6,000 more than Tampa.

Top 3 ALI courses by registrations:

- 1. Advanced Concepts in Designing and Retrofitting Energy Efficient Data Centers*
- 2. Humidity Control I: Design Tips and Traps*
- 3. V in HVAC – Health and Energy Improvements Using the Indoor Air Quality Procedures*

The combined total of ALI and bookstore revenue is estimated at \$42,772.

Ms. Seymour reported:

Conference Registration:

- 1,247 in-person registrants, 73 virtual for a total of 1,320.*
- In addition, there were 670 attendees registered as “Committee Meeting Only.”*
- Total of 1,990 attendees.*
- Compared to last year in Indianapolis, registration is down 8% (120 people). These numbers do not include Committee Meeting Only registrants.*
- Committee Meeting Only registrations were up 12% compared to Indy (70 people).*

Technical Program:

- 108 in-person Technical Sessions, 17 of which were livestreamed, and 3 virtual sessions.*
- Our most popular session was Seminar 49: Using Artificial Intelligence to Make You Irreplaceable with 111 attendees.*
- Out of the most attended sessions, 3 were on AI.*
- The most popular livestream session was Gen AI in HVAC Industry: State of Art, Case Studies and Future Applications with 25 virtual attendees and 73 in-person attendees.*

Meetings:

- Held a total of 477 meetings as part of the Annual Conference; 46 took place virtually in advance of the Conference and 431 happened at the Conference.*
- For the meetings held at the Conference, 236 were hybrid meetings and 195 were in-person meetings.*

Sponsorship:

- \$79,300 in sponsorship for this Conference, with \$67,520 net to Society. The average sponsorship was around \$11,000.*
- \$7,200 lower than Indianapolis and \$33,500 more than Tampa.*
- Thank you to Society’s 7 sponsors – Trane, USGBC, Knauf, MVN Services, Air2O, BuildOps and Thryv.*

Hotels:

- 88% pickup at the Sheraton with 3,486 room nights booked.
- 80% pickup at the Hyatt with 1,122 room nights booked.

Highlights:

- Membership Promotion held there Centralized Training at the Conference with 69 attendees.
- MRGs: New to ASHRAE and Professionals with Young Families met again and tried an informal format in the evening. MP and YEA are working to further collaborate on these two MRGs for Las Vegas.
- The Conferences Team tried a few new things at this conference – a different Plenary format starring the ASHRAE Member band The Psychometrics and a reception style Members Night Out.
- Women in ASHRAE Happy Hour sold out and during that event a Proclamation from the Office of the Mayor of the City of Phoenix was presented at the local host committee declaring June 23, 2025 International Women in Engineering Day in the City of Phoenix.

CONSENT MOTIONS

Mr. McQuade moved and Mr. Peach seconded that

1. The following be approved as a consent motion:

A. That Fiducient Advisors LLC be approved as ASHRAE investment advisor for fiscal year 2025-2026.

B. That Jones and Kolb be approved as ASHRAE Certified Public Accountants for fiscal year 2025-2026.

C. That the appropriate and required bank resolutions for institutions in which ASHRAE funds are deposited as executed by officers for fiscal year 2025-2026 be approved.

D. That King & Spalding LLP be retained as ASHRAE legal counsel for fiscal year 2025-2026.

There was no discussion.

MOTION 1 PASSED (Unanimous Vote, CNV).

COUNCIL REPORTS**MEMBERS COUNCIL**

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

Ms. Maston moved that

2. Members Council recommends to the Board of Directors to defeat referred Motion 25-11-1 that the Historical Committee be moved from Publishing and Education Council to Members Council.

Ms. Maston reviewed the background of the motion, and it was shown on screen. She reported that Members Council defeated the motion.

It was suggested that it was confusing for the motion to be referred to both councils. Mr. Littleton advised that staff discussed the referral to both councils and there was consensus that if there were a split vote between the councils, the motion would be referred to ExCom for further consideration.

Mr. McQuade stated that it was a widely held view that the Historical Committee was struggling.

ExCom will discuss ways to better support the Historical Committee.

AI - 1

Mr. Fulk reported that Pub and Ed Council defeated the motion as well. He reported that the original purpose of the Historical Committee was to preserve the history of Society; over the years, the group has developed guidance for regions and chapters as well. He suggested that COVID derailed the work of the committee a bit, but the committee is renewing their efforts to communicate better with the grassroots and will be developing a communication schedule. He reported that it will also be emphasized that a Chapter Historian be noted on the CIQ.

Mr. Cochrane reported that the Historical Committee has indicated that they would like to stay under Pub and Ed Council.

Mr. Smith asked to be included in ExCom discussions related to the Historical Committee, as ExO.

MOTION 2 PASSED (Unanimous Vote, CNV).

Ms. Maston moved that

3. Members Council recommends to the Board of Directors to approve referred Motion 25-11-5 that effective SY 2026-27, all future Region XI Chapters Regional Conferences (CRC) be held in the Fall.

Ms. Maston reviewed the background of the motion, and it was shown on screen.

There was no discussion.

MOTION 3 PASSED (30:0:1, CNV). Mr. Craddock abstained.

Ms. Maston moved that

4. Members Council recommends to the Board of Directors that effective July 1, 2026, Chapters be given the option to have their dues be mandatory for all ASHRAE members assigned to their chapter, including Life Members.

Ms. Maston reviewed the background of the motion, and it was shown on screen.

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

5. MOTION 4 be amended as shown below:

Members Council recommends to the Board of Directors that effective July 1, 2026, Chapters be given the option to have ~~their dues~~ Chapter dues collected by Society via the online join and

renewal forms be mandatory for all ASHRAE members choosing to be assigned to their a chapter, including Life Members.

Mr. (Buzz) Wright advised that the intent behind the amendment was to provide clarity that chapters are being given the option to make their chapter dues mandatory.

Ms. Seymour clarified the process for selecting a chapter during the renewal process.

Mr. (Buzz) Wright stated that the intent of the motion is that the current process be updated.

Mr. Fulk spoke against the amendment. He suggested that the amendment revise the motion slightly, but the result would be the same. He expressed his opinion that chapter dues should not be mandatory.

Mr. (Buzz) Wright stated that the motion would only apply to online renewals; if a member were to fill out a paper form, the chapter could request dues from that member if they so choose.

It was asked how many members renew their membership via the paper form. Mr. Gurley reported that around 60% of members renew online; the other 40% are paper applications that come mostly from trade shows and students.

MOTION 5 PASSED (26:0:0, CNV).

There was discussion of amended MOTION 4. A summary of that discussion is below:

Would this require a Bylaws change?

Mr. Littleton suggested that a Bylaws change would not be needed as the BOD would still be setting Society dues.

Spoke against the motion. The motion is premature but supports the spirit of the motion.

Spoke in favor of the motion. Support giving the chapters the option.

It was asked if Life Members and students were required to pay chapter dues.

Mr. Littleton reported that some chapters do not charge Life Members chapter dues and some do.

Mr. Gurley added that the option to pay chapter dues is given to Life Members whenever they "renew" online. He reported that students do not typically pay chapter dues.

Spoke against the motion. Stated that the motion was unclear and he did not fully understand what the difference between the current and proposed policy was.

Mr. Littleton stated that currently, the option to pay chapter dues was an opt-out option online. If the motion on the floor were approved, that question would go away and members renewing online would automatically be charged chapter dues during the online enrollment process. He suggested that, if approved, clear direction on how to opt out of joining a chapter should be added to the online form.

Spoke in favor of the motion. If not approved, a similar motion will likely come from the Region IX CRC as several chapters have indicated that they are in favor of the change.

In favor of the spirit and intent of the motion. Concerned that there will be some unintended consequences; leery of passing the motion as written. Suggested that a small group work with staff to study this further and address all of the issues and questions raised here.

Spoke against the motion. Regions have worked for years to reduce the number of unassigned members. The ability to collect chapter dues reflects on the chapter's ability to serve those members and the chapter should take on the onus for collecting chapter dues.

Spoke against the motion. Approving the motion could create a situation where Society will have to track how many members have paid online. Suggested that, if approved, chapters could experience lost revenue. Prefer that things remain as they are.

Expressed concern that members on the technical side may not want to be assigned to a chapter.

Stated that the motion on the floor was intended to make things easier for the chapters. Disagree that it is easier for chapters to collect dues on their own.

Spoke against the motion. Suggested that a value proposition for paying chapter dues be developed. Expressed that members do not understand the consequences of not paying chapter dues.

Undecided. Suggested that staff should have investigated what was possible as it relates to updating the online form.

In favor. There are times when a motion reflects the needs of international chapters that do not impact chapters in my region. If it causes issues for some chapters, those chapters should opt out.

Undecided. Concerned that the proposed could increase costs for Canadian chapters due to the current conversion rate.

Ms. Platt Gulledge moved and Ms. Moninski seconded that

6. MOTION 4 be postponed until the Fall BOD meeting.

Mr. Smith spoke against the motion to postpone. Suggested that in the spirit of streamlining, the motion should not be postponed. If the motion were defeated, it is likely that additional work would be done and presented to the BOD at a later date.

MOTION 6 FAILED (15:16:0, CNV).

Discussion of amended MOTION 4 resumed.

It was asked what happens if a member does not renew chapter dues. Mr. Gurley reported that MP Chairs receive an email anytime a member joins or renews and that email indicates if chapter dues were paid. MP Chairs can also run a report at any time to see which members have paid chapter dues.

MOTION 4 FAILED (12:17:1, CNV).

Ms. Maston moved that

7. Members Council recommends to the Board of Directors that an additional \$5,760 be added to the 2025-2026 budget to allow, effective July 1, 2025, leaDRS participants at Annual & Winter Conferences pay the same registration package price and receive the same package included social events tickets as BOD members.

Ms. Maston reviewed the background of the motion, and it was shown on screen.

Mr. Smith spoke against the motion. He suggested that it be the responsibility of the region, and not Society, to cover these costs.

Ms. Platt Gulledge suggested that the date be changed to July 1, 2026 so that the additional expense can be budgeted appropriately.

Ms. Schopplein suggested that the motion be amended to cover expenses for one leaDRS participant per region.

It was asked if the BOD currently supports the leaDRS program financially. Mr. Littleton reported that Society currently supports LeadershipU, where participants shadow a member of ExCom. Costs for the leaDRS program is the responsibility of the regions.

Ms. Seymour added that Society does provide a discounted meeting registration rate for leaDRS participants.

Mr. (Buzz) Wright spoke in favor of the motion. He suggested that not all leaDRS register as participants. He suggested that the registration rate could be increased slightly to offset the fiscal impact. He expressed that the proposed recommendation would simplify things.

MOTION 7 FAILED (6:24:1, CNV). Mr. Yashar abstained.

Ms. Maston will follow up on the recommendation to investigate developing lump sum registration rates that would include all special events at the Society Winter and Annual Conferences.

AI - 2

Ms. Maston moved that

8. Members Council recommends to the Board of Directors to increase the 2025-2026 CTTC budget by \$20,000 for the DL program, effective July 1, 2025.

Ms. Maston reviewed the background of the motion, and it was shown on screen.

She reported that Society has continued to see success with the DL program. In recent years, even without meeting the number of allocated visits, the DL budget was exceeded.

Mr. (Buzz) Wright spoke in favor of the motion. He suggested that additional funds could be drawn from Reserves for the 2025-26 SY and be added to the Operating Budget moving forward.

Mr. Wright moved and Mr. Marks seconded that

9. MOTION 8 be amended as shown below:

Members Council recommends to the Board of Directors to increase the 2025-2026 CTTC budget by \$50,000 for the DL program, effective July 1, 2025, taken from General Reserves.

Mr. Peach suggested that the CTTC budget could just be overdrawn if there were remaining allocated visits. He asked if the motion was necessary.

Mr. McQuade stated that CTTC could have done as suggested, but to their credit the committee didn't want to overspend their budget and held back on approving additional allocated DL visits.

Mr. Hunt called for the vote.

MOTION 9 FAILED (14:15:1, CNV). Mr. Yashar abstained.

Mr. Peach moved and Mr. Bertuch seconded that

10. MOTION 8 be amended as shown below:

Members Council recommends to the Board of Directors to increase the 2025-2026 CTTC budget by ~~\$50,000~~ \$20,000 for the DL program, effective July 1, 2025.

Mr. McQuade clarified that, if approved, the additional funds would be drawn from the General Fund.

Ms. Schopplein spoke in favor of the motion. She expressed hope that the full \$50,000 could be added to the Operating Budget moving forward.

MOTION 10 PASSED (29:1:1, CNV). Mr. Yashar abstained.

AMENDED MOTION 8 PASSED (27:3:1, CNV). Mr. Yashar abstained.

Ms. Maston reported that she was dismayed to see so many budget requests coming forward at this meeting. She stated that it was the ExOs responsibility to advise committees of the budget timeline.

Committee ExOs will remind committees of the budget timeline.

AI - 3

Ms. Maston moved that

11. Members Council recommends to the Board of Directors to approve editorial changes to ROB 1.201.010 ASHRAE Policy and Procedure for Format, Activity, and Content of Websites for ASHRAE Groups.

Ms. Maston reviewed the background of the motion, and it was shown on screen.

MOTION 11 PASSED (Unanimous Vote, CNV).

Ms. Maston reviewed information items from the council report.

Mr. McQuade reported that Members Council continues to struggle to get things done in the time allotted. He reported that streamlining exercises were conducted to investigate how to more effectively get the work of the council done. He reported that the council may begin conducting conference calls prior to the in-person meetings.

PUBLISHING AND EDUCATION COUNCIL

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

Mr. Fulk moved that

12. ASHRAE allocate \$50,000 from general reserves to study appropriately conditioned space to maintain its world class library of ASHRAE and industry publications and archival items from the Society's history.

Mr. Fulk summarized the background of the motion. The full background was shown on screen and attached to the agenda. He reported that Society has quite a collection of historical materials; some were moved from the old HQ office to the new one and some were retrieved from offsite storage. The collection is stored in at least three different spaces and the AC in those spaces is insufficient to preserve the collection. He reported that there was also insufficient shelving and no cohesive plan to allow for expansion of the collection.

Mr. Fulk reported that the Historical Committee visited HQ a few times in the past to begin categorization and organization of the collection.

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

Spoke in favor of the motion. Suggested that the \$50,000 fiscal impact was more appropriate for implementation and not study. Asked for clarification on the fiscal impact.

Mr. Fulk reported that the original proposal listed a \$250,000 fiscal impact. He reported that he communicated with Mr. Boyce, chair of the HQ Ad Hoc, who indicated that the ad hoc would be available to address this item if so directed by the BOD.

Spoke in favor of correcting the problem. Expressed concerns with the \$50,000 study. Suggested that the problem needed to be addressed but was unsure that the proposal was the best path forward.

Suggested that the item be referred to the HQ Ad Hoc.

Stated that he had experience with archival projects and the first step is always to do an inventory or archival items. A determination of the necessary environmental conditions would be done once a full inventory was done. He suggested that the fiscal impact was appropriate and that the assessment would provide guidance on the fiscal impact of implementation.

Spoke in favor of the motion. Suggested that the fiscal impact could be pulled from reserves. Expressed the opinion that the project was too large for one staff member to take on alone. Stated that Society history needed to be preserved.

MOTION 12 PASSED (29:0:1, CNV). Mr. Yashar abstained.

Staff will discuss the BOD approved motion to allocate \$50,000 from General Reserves to investigate creating/updating archival space at HQ.

AI - 4

Mr. Fulk moved that

13. PEC Planning Subcommittee recommends that PEC approve and forward to the BOD for approval changes to the PEC ROB as shown:

2.302 PUBLISHING AND EDUCATION COUNCIL

2.302.01 SCOPE AND PURPOSE (19-06-26-13)

This council is responsible for the manufacturing, delivery, and fiscal impact of all ASHRAE publications and professional development products with consideration given to (1) recognized need, (2) potential for sales income, (3) budget constraints, and (4) joint funding agreements. Using established guidelines and procedures, this council shall work with managing groups of publications at project inception, during execution, and upon completion to ensure a balance of the above considerations is achieved.

2.302.02 MEMBERSHIP

2.302.02.1 The members of this Council are as follows:

A. Chair: A Vice President of the Society

B. Vice-Chair: A Vice President of the Society

C. Voting Members: Chair, Vice Chair, up to four (4) Directors, plus the following positions elected by the Board of Directors:

1. One past voting member from each of ~~the following committees reporting to this council. ÷ Certification, Training and Education, Handbook, Publications.~~

2. Current Chair ~~from each of the following~~ committees ~~reporting to this council. ÷ Certification, Training and Education, Handbook and Publications.~~

D. Non-Voting Members: Vice Chairs of each committee reporting to this council.

Ms. Schopplein reported that SRC reviewed the recommended changes and there was support for accepting them.

It was noted that 'the following' should also be struck from sub bullet point 1. There was consensus that this edit be accepted as editorial.

It was asked if the fiscal impact would be added to the budget. Mr. Fulk reported that the fiscal impact would be added to future budgets if the additional member were to attend meetings.

Mr. Owen reported that there was currently a travel budget allocated; if the motion were to be approved, the travel budget would need to be adjusted in future years to account for an additional member submitting reimbursement requests.

MOTION 13 PASSED (Unanimous Vote, CNV).

Mr. Fulk reviewed information items from the report.

TECHNOLOGY COUNCIL

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

Mr. Abellon moved that

14. Technology Council recommends that the Board of Directors approve the *Human Health & Wellness in the Built Environment* position document (PD).

Mr. Abellon reported that the draft PD was shared with the BOD in April. He reported that the PDC reviewed and approved the final version in Phoenix. DRSC approved the PD as did Tech Council, with one amendment. The negative vote was because EHC did not feel they had enough time to review the PD and that previous comments were not adequately responded to.

He reported that the PDC felt they addressed all the comments as best they could.

Mr. Metzger, ExO to EHC, advised that the PDC followed proper procedure and EHC vote/approval was not required.

MOTION 14 PASSED (29:0:1, CNV). Mr. Metzger abstained.

Mr. Abellon moved that

15. Technology Council recommends to the Board of Directors that the ASHRAE Rules of the Board, 2.406.002, Membership, be revised as shown below effective SY26-27.

2.406.002 MEMBERSHIP

2.406.002.1 Composition

The members of this committee are as follows

A. Maximum of ~~fifteen (15)~~ twenty (20) voting members, including a chair and vice chair.

B. Voting members shall include at least:

1. a past member of the Standards Committee.
2. ~~One~~ a past member of the Research Administration Committee (Research Liaison for Section 2.0,4.0, or 5.0)
3. ~~one~~ a past chair of a technical committee involved in environmental health or indoor air quality issues.
4. ~~one~~ a member from outside the U.S. and Canada
5. two Health Professionals (such as an industrial hygienist, physician, an epidemiologist, or a public health official.)
6. a past Society officer who has recently served in that capacity.

Remaining voting members shall have experience in fields related to indoor environmental health.

C. Non-voting members include a Board ex-officio member, and a coordinating officer.

Mr. Abellon provided background on the motion. The full background was attached to the agenda and shown on screen. He reported that since the pandemic, EHC had been taxed and an additional member was being requested to give the committee more bandwidth to address issues they are currently facing.

He reported that the fiscal impact would be \$7,500 annually, effective SY26-27.

Mr. Metzger stated that there was discussion at the Tech Council meeting of postponing the motion on the floor until the Winter Conference.

Mr. McQuade reported that the IEQ Hub Ad Hoc was investigating how to best address Presidential initiatives. He expressed agreement with postponing the motion on the floor and advised that additional time was needed for the IEQ Hub Ad Hoc's investigations.

He reported that the current EHC Chair advised that there was a need for additional committee members.

Mr. Rakheja moved and Mr. Cochrane seconded that

16. MOTION 15 be postponed until the Winter 2026 BOD meeting.

MOTION 16 PASSED (Unanimous Vote, CNV).

Mr. Abellon moved that

17. Technology Council recommends to the Board of Directors that the EHC be authorized to convene a face-to-face meeting at the IEQ2025 Conference in Montreal in September 2025 with funding from the General Reserves fund.

Mr. Abellon provided background on the motion. The full background was attached to the agenda and shown on screen. He reported that the fiscal impact would be a one-time cost to be withdrawn from General Reserves.

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

Per the ROB, a third meeting of EHC only needs approval by the Society President and Coordinating Officer.

Mr. Abellon advised that there was consensus that the recommendation warranted discussion at the BOD level.

It was asked what the committee would be discussing and why a virtual meeting would not suffice. Mr. Abellon advised that in-person attendance would allow EHC members to engage with other participants of the conference.

Spoke in favor of the motion. Expressed the opinion that there was value in the recommendation. Reported that EHC organizes this conference. Suggested that there is opportunity for significant growth of the conference.

Spoke against the motion. Expressed agreement with the intent of the motion; stated that \$18,000 was a lot of money for a four-hour meeting and could set a precedent for future years.

Suggested that per the ROB, the BOD cannot authorize this meeting; must be authorized by the Society President or the Coordinating Officer.

Mr. Littleton advised that the Society President could not authorize a withdrawal from the General Reserves.

It was stated that members of EHC were under the impression that funding was already budgeted for attendance at the conference.

Mr. McQuade reported that, in the past, those that participated in the planning of the conference were reimbursed to attend.

It was stated that the fiscal impact did not include the AV or meeting room expenses for the meeting.

MOTION 17 FAILED (0:29:2, CNV). Ms. Schopplein and Mr. Metzger abstained.

Mr. Abellon advised that information items were included in the full report for the BOD's review.

COMMITTEE AND AD HOC REPORTS

EXECUTIVE COMMITTEE – WEDNESDAY, JUNE 25, 2025

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

Mr. McQuade moved that

18. ExCom recommends to the Board of Directors that Society modify its MOU strategy and update the MOU template to:

- Remove the 3-year expiration term.
- Develop work plans and assign a liaison for organizations that Society wants to collaborate with more closely.

Mr. McQuade provided background on the motion. The full background was attached to the agenda and shown on screen.

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

If there is no longer a three-year expiration date does Society still have an exit clause?

Mr. Littleton reported that MOUs would have a termination clause indicating that they can be terminated at any time by either party.

It was suggested that someone review MOUs periodically even if there is not a set renewal cycle.

Has thought been given to the mechanism with which those organizations that Society want to collaborate with more closely are identified?

Mr. McQuade advised that ExCom would likely have a discussion to determine which organizations to collaborate with more closely; but a set procedure would need to be created.

Mr. Littleton reported that all decisions related to MOUs were reported to the BOD via the ExCom report to the BOD. Requests for new MOUs are recommended to the BOD by ExCom.

MOTION 18 PASSED (Unanimous Vote, CNV).

SOCIETY RULES COMMITTEE

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

Mr. Abellon moved that

19. The Society Rules Committee recommends to the Board of Directors that the below changes to ROB Section 3.700 Society Scholarship Program Rules be approved as presented:

3.700 SOCIETY SCHOLARSHIP PROGRAM RULES

...

3. OPERATING RULES

3.1 Types of Scholarships and Criteria (18-06-26)

...

3.1.6 Student scholarship recipients must be continuously enrolled in their eligible degree program.

- A student who opts to participate with a school's cooperative outside work program and/or outside work internship while meeting all the school's requirements for its respective academic program shall be considered a full-time student for the purpose of determining scholarship eligibility.

• If a student graduates from their eligible academic program prior to receiving all scholarship funds, then no further scholarship disbursements will be provided.

• If at any time a student is not a full-time student or leaves the eligible academic program, then no further scholarship disbursements will be provided.

3.1.7 If a scholarship recipient is deemed ineligible prior to receiving any funds, then the Trustees will identify the next eligible applicant for consideration. Upon consideration, Trustees will determine, by vote, to either provide the scholarship or hold the funds and issue an additional scholarship during the next selection cycle. If a portion of the scholarship has been provided, then the remaining funds will be kept in the appropriate scholarship account for future awards.

(Note: If the scholarship is given to a student or through an institution outside the United States, such grant or scholarship shall also be in conformance with local laws and regulations.)

...

3.4 Organization and Responsibility

3.4.1 The Scholarship Trustees comprises six voting members, including the chair and vice chair, and the Chief Staff Officer, who shall be a non-voting member. Voting members shall be elected according to ROB 3.300.008 Election Procedures for ASHRAE Scholarship Trustees. The members of the Scholarship Trustees shall elect one member to serve as Chair and one member to serve as Vice Chair each year.

(00-03-09-24)

~~3.4.2 One Scholarship Trustee shall serve as a voting member on the ASHRAE Development Committee. (19-06-25-08)~~

3.4.3 The Scholarship Trustees will meet at least twice annually at the Winter and Annual Conferences.

3.4.4. To maintain continuity, the Chief Staff Officer will be responsible for the overall administration of the program as specified in this document and the Scholarship Trustees Manual of Procedures.

3.4.5 The Comptroller/Director of Administrative Services will be responsible for control of receipts to the fund, preparing financial reports on the balance of the fund, and distribution of checks to the scholarship recipients.

MOTION 19 PASSED (Unanimous Vote, CNV).

Mr. Abellon reported that the original motion was presented to the BOD at the Sunday BOD meeting; request for approval was removed due to an administrative error. He reported that edits were proposed by the Scholarship Trustees to provide additional clarification of the current rules. Changes were approved unanimously by the Trustees and SRC.

Mr. Abellon advised that information items were included in the full report for the BOD's review.

FINANCE COMMITTEE

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

He advised that the report included updates from the Foundation and Development. He reviewed information items and updates.

Mr. McQuade reported that a question was raised in Members Council if the Mark W. Fly Distinguished Lecturer Fund endowment covered the increased expenses of the DL program and it was advised that it would not. He reported that the Fly endowment was created to offset the costs of a chapter hosting a DL.

Mr. Abellon expressed gratitude for the continued support of the Chapter Leadership Fund. He reported that the fund covers the cost of hotel, meals, and registration at the Conference.

ASHRAE MEMBERSHIP MODEL AD HOC

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

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

He reported that the ad hoc recommended that an oversight committee be assigned to monitor and track implementation and ensure that the recommendations are accomplished.

He suggested that items needing additional attention (based on CRC feedback) be forwarded to staff and that staff be empowered to make additional recommendations as necessary.

Mr. Fulk advised that there was consensus from the ad hoc that the work of the group was complete.

Mr. McQuade thanked Mr. Fulk and the ad hoc for their great work. He reported that the ad hoc would be discharged and a new group would be formed if monitoring or additional work is needed.

BOD MEETING OUTSIDE OF NORTH AMERICA

Ms. Maston reported that following the BOD meeting in Istanbul, the intention was that a BOD meeting outside of North America be held every three years, so all members of the BOD have the opportunity to attend a meeting outside of North America.

She requested that DRCs from Regions XII, XIII, XIV, XV, and RAL bring forward recommendations for hosting the 2026 fall BOD meeting if hosting would be of interest to the region. Recommendations will be reviewed by ExCom.

She reported that in Istanbul, the BOD meeting was tied to a CRC, but the next meeting doesn't have to be. However, the desire is for the BOD to interact with local members to get a feel for the opportunities and challenges of local members.

She advised that if there are multiple chapters that are interested or that would be a good fit, the DRC should submit a ranked list of recommendations to ExCom.

It was expressed that the recommendation was an excellent idea.

It was expressed that it was disappointing that a group of BOD members would be left out of participating in an international meeting.

2025-26 GOALS

Mr. McQuade reported that he would be presenting his overall goals for the upcoming Society Year. A summary of his goals is below:

1. More structured budget planning process. Recommending that Finance have a draft budget for each of the councils, going back two years, as a way to develop the budget for the upcoming SY.
2. Investigate business productivity tools. Challenge to Mr. Littleton and the staff directors to investigate business productivity tools that would benefit Society.
3. Investigate changes to the Annual Conference. The work of the Annual Conference ad hoc will continue into the new Society Year.
4. Strategic plan progress. Important to maintain momentum.
5. Use of MBOs – Would like to see SMART goals that can be traced at all levels of Society.

2025-26 MENTORS

Mr. McQuade reported that mentors for the upcoming Society Year were distributed via email and were attached to the agenda.

NEW BUSINESS

AI POLICY

Mr. Yashar stated that there was a lot of interest in AI and expressed the opinion that the current Society policy was very limiting because training open tools to use ASHRAE Standards and guidelines is

prohibited. He reiterated that the current policy was implemented to protect Society's intellectual property, but he suggested that it be revised sooner rather than later.

It was asked if the new AI MTG would need to have its scope and purpose changed. Mr. Yashar reported that the current scope is to develop AI tools to help ASHRAE Members; he suggested that the MTG could not accomplish the current scope if they can't train AI tools on ASHRAE copyrighted material.

He suggested that the MTG could be asked for their input.

Ms. Reiniche reported that the BOD recently approved \$50,000 for an AI consultant. She reported that the consultant, once selected, will work closely with the cognizant MTG.

Mr. McQuade suggested that the BOD not act until the AI consultant is selected. There was no objection to this path forward.

DAL/DRC BALANCE ON THE BOD

Mr. Metzger reported that he had discussions with a small group of Directors regarding the balance between DALs and DRCs. He expressed concern at the BOD's balance between the difference sides of the Society. He reported that the number of DALs on the BOD have remained unchanged as the number of DRCs have increased.

Ms. Schopplein briefly reviewed the changes in the number of DALs and DRCs serving on the BOD. She asked if it made sense to increase the number of DALs serving from 9 to 12 to create more balance.

There was discussion of DAL representation on the BOD. A summary of that discussion is below:

Have been an advocate of a smaller BOD. Suggested that members do not need to serve on the BOD to be involved in discussions.

Expressed the opinion that the current model of increasing the size of the BOD with each new region was not sustainable moving forward. At some point, some BOD is going to have to agree that the size of the BOD will be reduced.

Very complicated question that members are passionate about. Expressed the opinion that a smaller BOD would be nimbler and more strategic. The BOD went through a streamlining exercise under President Mehboob, the recommendations ultimately failed, and the BOD has increased in size since then.

Expressed agreement that the size of the BOD should not increase further. Also expressed that the DAL/DRC imbalance was not serving Society. Suggested that the BOD revisit conversations to reduce the size of the BOD.

Stated that many DRCs are involved on the technical side of Society as well; DRCs are not exclusively grassroots. Expressed the opinion that a case had not been made as to what the ideal ratio should be. Until a case is made that the technical interests of Society are not well represented, would not be in favor of increasing the number of DALs on the BOD.

Suggested that regional elections or regional boards could be a way to achieve balance.

Is there a need or something ongoing that would drive the need for additional DALs?

Suggested that streamlining the BOD would be an evolutionary process. Encouraged the BOD to keep streamlining conversations going.

Suggested that successful streamlining recommendations needed to come from the regions and not the BOD.

Suggested that the most recent streamlining recommendations be presented to the BOD again; if the BOD finds merit in the report, a small group could be organized to investigate further.

As a former member of the Nominating Committee, DAL is one of the hardest positions to narrow down. There is a strong desire and interest among the membership to serve as DAL but there are only three elected each year; one of the reasons this is coming up.

Suggested that decisions would be different with a smaller BOD. Stated that the DRCs have a simple majority.

Suggested that a smaller BOD requires balance because just a few people could easily dominate and influence BOD decisions.

Is there a situation where the technical side of Society is not being represented? Are we attempting to solve a problem that doesn't exist?

Stated that Directors should be voting on behalf of the entire membership, not just the region or council they represent. Suggested that only DRCs serve on the BOD or that regions be allowed to decide if a DAL or DRC from their region will serve on the BOD.

Suggested that perspectives from DRCs in the US may be redundant; perhaps US based regions could be consolidated.

The conversation was closed. There was consensus that the most recent streamlining ad hoc report should be shared with and reviewed by the BOD.

INFORMATION ITEMS

2025-26 APPOINTMENTS AND BOARD ELECTED POSITIONS

Mr. McQuade advised that the list of 2025-26 appointments and BOD elected positions were attached to the agenda for the BOD's review and reference.

2025-26 PRESIDENTIAL APPOINTMENTS

Mr. McQuade reviewed three new Presidential Ad Hocs for the upcoming Society Year. He advised that the charge and rosters for each were attached to the agenda.

2025-26 CRC SCHEDULE

Mr. McQuade advised that the CRC schedule for the upcoming Society Year was attached to the agenda for the BOD's review and reference.

Mr. (Buzz) Wright requested that the region that abides by the set target week be given preference regarding VIP attendance at their CRC.

CONFLICT OF INTEREST FORM

It was reported that all BOD members had submitted their completed conflict of interest form. BOD members were thanked for their attention to this item.

DISCRIMINATION AND HARASSMENT POLICY

Mr. McQuade advised that, per the ROB, the Society's Discrimination and Harassment Policy was being reviewed. The policy was shown on screen and attached to the agenda.

UPCOMING MEETINGS

Mr. McQuade reviewed arrangements for the BOD dinner that evening as well as the fall conference call.

EXECUTIVE SESSION

Executive session was called at 5:38 pm.

Open session reconvened at 5:58 pm.

ADJOURNMENT

The meeting adjourned at 5:58 pm without objection.

A handwritten signature in cursive script that reads "Jeff Littleton".

Jeff H. Littleton, Secretary