1. CALL TO ORDER - Scoggins

2. CODE OF ETHICS – Scoggins
   In this and all other ASHRAE meetings, we will act with honesty, fairness, courtesy, competence, inclusiveness and respect for others, which exemplify our core values of excellence, commitment, integrity, collaboration, volunteerism and diversity, and shall avoid all real or perceived conflicts of interest.
   (Code of Ethics: https://www.ashrae.org/about/governance/code-of-ethics)
   (Core Values: https://www.ashrae.org/about/ashrae-s-core-values)

3. ROLL CALL/INTRODUCTIONS - Scoggins

4. REVIEW OF MEETING AGENDA – Scoggins

5. APPROVAL OF MINUTES – Scoggins
   A.* October 19, 2023
   B.* December 12, 2023

6. EXCOM REPORTS – Scoggins
   A.* October 20, 2023
   B.* November 14, 2023
   C.* December 21, 2023

7. POSTPONED MOTION – OCTOBER 19, 2023 – Scoggins
   Section 5.1 of the bylaws be edited to allow for elected officers to receive compensation if funded by the Society. Specifically beginning at line 11 remove “shall receive no” and insert “may receive.”

8.* POSSIBLE CERTIFICATE OF CONSOLIDATION UPDATE – Scoggins

9.* MEMBERS COUNCIL REPORT - Knight

10. DECARB CHALLENGE FUND - Scoggins

11. NEW BUSINESS

12. OLD BUSINESS

*Indicates Attachment
13. **UPCOMING MEETINGS**

*2024 ASHRAE Winter Conference* | Chicago, IL
January 21, 2024 | 1:30 – 5:30pm CST (UTC-06:00)
January 24, 2024 | 2:00 – 6:00pm CST (UTC-06:00)

14. **ADJOURNMENT**
MINUTES
BOARD OF DIRECTORS MEETING

Thursday, October 19, 2023

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

**Board of Directors Meeting**

Thursday, October 19, 2023

<table>
<thead>
<tr>
<th>Section</th>
<th>Pages</th>
</tr>
</thead>
<tbody>
<tr>
<td>Call to Order</td>
<td>2</td>
</tr>
<tr>
<td>Code of Ethics</td>
<td>2</td>
</tr>
<tr>
<td>Roll Call/Introductions</td>
<td>2</td>
</tr>
<tr>
<td>Review of Meeting Agenda</td>
<td>2</td>
</tr>
<tr>
<td>Approval of Minutes</td>
<td>2</td>
</tr>
<tr>
<td>Review of Action Items</td>
<td>2</td>
</tr>
<tr>
<td>CRC Referred Motion – Region VII – Motion No. 2</td>
<td>2-4</td>
</tr>
<tr>
<td>Excom Report to the Bod</td>
<td>4-5</td>
</tr>
<tr>
<td>June 29, 2023</td>
<td>4</td>
</tr>
<tr>
<td>August 22, 2023</td>
<td>4-5</td>
</tr>
<tr>
<td>BOD DEI Advisory Subcommittee Report</td>
<td>5</td>
</tr>
<tr>
<td>Council Reports</td>
<td>5-6</td>
</tr>
<tr>
<td>Members Council</td>
<td>5-6</td>
</tr>
<tr>
<td>Publishing and Education Council</td>
<td>6</td>
</tr>
<tr>
<td>Technology Council</td>
<td>6</td>
</tr>
<tr>
<td>Treasurer’s Report</td>
<td>6-7</td>
</tr>
<tr>
<td>Financial Update FY 22-23 Results</td>
<td>6-7</td>
</tr>
<tr>
<td>Task Group and Ad Hoc Reports</td>
<td>7-8</td>
</tr>
<tr>
<td>Task Force for Building Decarbonization</td>
<td>7-8</td>
</tr>
<tr>
<td>New Business</td>
<td>8-9</td>
</tr>
<tr>
<td>Safety at Conferences</td>
<td>8-9</td>
</tr>
<tr>
<td>Executive Session</td>
<td>9</td>
</tr>
<tr>
<td>Upcoming Meetings</td>
<td>10</td>
</tr>
<tr>
<td>Adjournment</td>
<td>10</td>
</tr>
<tr>
<td>No. - Pg.</td>
<td>Motion</td>
</tr>
<tr>
<td>-----------</td>
<td>--------</td>
</tr>
<tr>
<td>1 – 2</td>
<td>Minutes from June 25, 2023 and June 28, 2023 Board of Directors meetings be approved.</td>
</tr>
<tr>
<td>2 – 2</td>
<td>CRC referred motion number two from Region VII be considered a major organizational change.</td>
</tr>
<tr>
<td>4 – 7</td>
<td>It is recommended that the Board of Directors approve the development of a single standard for greenhouse gas (GHG) accounting methodology and that Rule of the Board 2.424.003.1 (c), Operations/General Requirements, be waived to allow the new standard to be developed in a six-month timeframe as a non-ANSI standard.</td>
</tr>
</tbody>
</table>
**ACTION ITEMS**
Board of Directors Meeting
Thursday, October 19, 2023

<table>
<thead>
<tr>
<th>No. - Pg.</th>
<th>Responsibility</th>
<th>Summary of Action</th>
<th>Status</th>
<th>Goal Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 – 2</td>
<td>Austin</td>
<td>Investigate the possibility of developing region-specific ALI courses. Region specific courses would be developed by members outside of North America and presented by members from the regions where they were developed. (Assigned October 13-14, 2022)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 – 2</td>
<td>Scoggins</td>
<td>Work with AASA to review and provide recommendations on external actionable items from the Global HVAC Summit. (Assigned February 5, 2023)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 – 2</td>
<td>Wentz and Olesen</td>
<td>Review the Global HVAC Summit report and provide a list of actionable items for external groups. (Assigned February 5, 2023)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 – 2</td>
<td>Austin</td>
<td>Ask the Publishing and Education Council to consider expanding the New Products Advisory Group to products outside of PEC. (Assigned June 28, 2023).</td>
<td></td>
<td>2024 Winter Conference</td>
</tr>
<tr>
<td>5 – 9</td>
<td>Littleton and DEI Subcommittee</td>
<td>Work on a process to immediately address inappropriate behavior at Society Conferences and report back to the BOD. (Assigned October 19, 2023).</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
MINUTES
BOARD OF DIRECTORS MEETING
Thursday, October 19, 2023

MEMBERS PRESENT:
Ginger Scoggins, President
Dennis Knight, President-Elect
Bill McQuade, Treasurer
Billy Austin, Vice President
Wade Conlan, Vice President
Ashish Rakheja, Vice President
Chandra Sekhar, Vice President
Jeff Littleton, Secretary
Steven Sill, Region I DRC
Ronald Gagnon, Region II DRC
Mark Tome, Region III DRC
Bryan Holcomb, Region IV DRC
Jim Arnold, Region V DRC
Susanna Hanson, Region VI DRC
Scott Peach, Region VII DRC
Joe Sanders, Region VIII DRC
Jonathan Smith, Region IX DRC
Buzz Wright, Region X DRC
Eileen Jensen, Region XI DRC
John Constantinide, Region XII DRC
Cheng Wee Leong, Region XIII DRC
Mahroo Eftekhari, Region XIV DRC
Richie Mittal, RAL DRC
Doug Cochrane, DAL
Dru Crawley, DAL
Blake Ellis, DAL
Art Giesler, DAL
Kishor Khankari, DAL
Luke Leung, DAL
Corey Metzger, DAL
Heather Schopplein, DAL
Wei Sun, DAL

GUESTS PRESENT:
Alexander Armstrong
Cindy Moreno
Colin Laisure-Pool
David Roberts
Greg Schnable
Jake Brausch
Omar Rojas
Robert Kunkel

STAFF PRESENT:
Candace DeVaughn, Sr. Manager - Board Services
Chandrias Jolly, Manager - Board Services
Vanita Gupta, Director – Marketing
Lizzy Seymour – Director – Member Services
Mark Owen, Director - Publications & Education
Kirstin Pilot, Director - Development
Stephanie Reiniche, Director - Technology
Alice Yates, Director – Government Affairs
Craig Wright, Director of Finance
Tammy Catchings, Manager – Region Activities
Tony Giometti, Group Manager - Conferences
Daniel Gurley, Sr. Manager - Membership
CALL TO ORDER

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

CODE OF ETHICS

Ms. Scoggins read the code of ethics commitment and advised that the full code of ethics statements and core values were available online.

ROLL CALL/INTRODUCTIONS

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

REVIEW OF MEETING AGENDA

Ms. Scoggins reviewed the meeting agenda. ‘Safety at Conferences’ was added to New Business.

APPROVAL OF MINUTES

Mr. Gagnon moved and Mr. Constantinide seconded that

1. Minutes from the June 25, 2023 and June 28, 2023 Board of Directors meetings be approved

MOTION 1 PASSED (Via Unanimous Voice Vote, CNV).

REVIEW OF ACTION ITEMS

Action item 1 was assigned to Mr. Austin and reported as ongoing. Action items 2, 3, and 5 were reported as ongoing.

Action item 4 was reported as complete.

CRC REFERRED MOTION | REGION VII | MOTION NO. 2

Mr. Knight, Mr. Sekhar, and Mr. Conlan were asked to recuse themselves and leave the meeting. It was reported that Mr. McQuade would be asked to recuse himself as well once he joined the meeting.

The motion was shown on screen and the ROB definition of a major organizational change was read. Ms. Scoggins reported that unless there is a motion to consider the motion a major organizational change, it does not meet the definition as defined in the ROB.

The referred motion would change the Bylaws and allow officers to be paid but would not require it.

Mr. Littleton expressed his opinion that the motion is a major organizational change. If approved, the change would be such a significant change in philosophy of volunteerism at ASHRAE and would have significant repercussions throughout Society. The only effect of declaring it a major organizational change is the required 60-day cooling off period.

Mr. Crawley expressed agreement with Mr. Littleton. Officers being paid in some way could cause officers to be seen as employees or major contractors.

Mr. Crawley moved and Mr. Constantinide seconded that
2. CRC referred motion number two from Region VII be considered a major organizational change.

Mr. Khankari stated that he was undecided on the motion. He stated that he agreed with the motion in principal.

Mr. Gagnon stated that approving the Bylaw change would make members of ExCom lobbyists instead of activists.

Mr. Littleton stated that approving a motion wouldn’t really be a delay as a Bylaw change would have to go on the spring ballot.

Mr. Ellis stated that he was in favor of the motion but he did not feel it was a major organizational change.

MOTION 2 PASSED (Unanimous Voice Vote, CNV).

Mr. Peach moved and Mr. Wright seconded that

3. Section 5.1 of the bylaws be edited to allow for elected officers to receive compensation if funded by the Society. Specifically beginning at line 11 remove “shall receive no” and insert “may receive.”

Ms. Scoggins advised that the motion on the floor must pass the BOD by a 2/3 vote and requires a full vote of the membership on the spring ballot.

She advised that subsequent motions from Region VII will not be discussed until or if the motion on the floor passes the membership.

Mr. Peach stated that Society as an organization needs to evolve to allow a greater number of members to participate. He stated that past Society Presidents were either retired, owned their own firm, belonged to a firm that would sponsor their participation, or were in academia and could take a sabbatical. He expressed his opinion that the financial costs to participate in ASHRAE are unreasonable. He stated that basic compensation opens the pool.

The floor was opened for discussion. A summary of comments are below:

*Spoke against the motion. Do not think that we should start paying ExCom members because we are volunteer based and moving up in ASHRAE does not necessarily mean moving onto ExCom. Society should focus more on the issues rather than the level of the positions. From a government civil service perspective, it would be difficult to serve in higher levels if compensation were received. Would create an additional burden or would necessitate that the member resigns from civil service. May be the same for members working in other organizations. Rather than paying ExCom members, need to emphasize the importance of volunteerism at all levels. If a member doesn’t fit the pool of ExCom, so to speak, that is not a bad thing.*

*Spoke against the motion. Agree with Mr. Peach; the reality is that people do move up and we have a line of people moving up. There is a form of compensation as there is a benefit associated with moving up in Society. Paying members would take away from us being a grassroots organization.*
Spoke in favor of the motion. One of the things that is interesting is that there is a seven-to-eight-year delay between when a member makes the mental decision that they are willing to serve and when they serve. The language in the motion “may be” allows the option to be there, allowing members to continue to serve if something changes between when they decided to serve and when it is their time to serve.

Spoke in favor of the motion. Approving the motion just gives the option but doesn’t necessitate payment. Have heard from members of MP in the past that there is a repetitive ExCom because not everyone has the opportunity to take a year off of work, and this is a problem.

Undecided on the motion and glad we will have 60 days to deliberate. Approving the motion simply gives us the ability to provide payment in the future if the BOD deems it appropriate. Might appear to the membership as self-serving and wonder if additional explanation should be added. Verbiage can be added that the change is being made in the spirit of diversity and giving people from all backgrounds the ability to serve.

Spoke against the motion. Expressed concern with the potential for perceived conflicts of interest between volunteers and paid advertisers. Other members volunteer with time commitments similar to ExCom; if we open this up it becomes a difficult line to draw.

Undecided on the motion. Is there detail available on the levels of compensation?

This motion only allows it to be a possibility. The definition of whether it is approved or not will not be discussed today because it is irrelevant if the motion on the floor does not pass.

Undecided on the motion. The fiscal impact seems incomplete.

It was stressed again that the motion on the floor is not for a specific compensation package; only the possibility of paying officers.

**MOTION 3 POSTPONED** until the January 5, 2024 BOD meeting.

Mr. Knight, Mr. Sekhar, and Mr. Conlan rejoined the meeting.

**EXCOM REPORT TO THE BOD**

**JUNE 29, 2023**

The full report was attached to the agenda. Ms. Scoggins reported that there were no recommendations for the BOD’s consideration. BOD members were encouraged to review the contained information items.

**AUGUST 22, 2023**

The full report was attached to the agenda. Ms. Scoggins reported that there was an Avery Petition of members about twenty years ago, which defines levels of particulates.

Mr. Conlan reported that waivers to the ROB are continually needed because the petition prevents Society from writing prescriptive standards.
Ms. Scoggins reported that ExCom had extensive discussions on the subject. The chair of EHC is aware of the situation and is the one who brought it to the BOD’s attention. Believe EHC is working on a motion to address the Avery Petition.

She reported that ExCom is also addressing roundtable feedback and how to best utilize and address the information collected at the roundtables.

**BOD DEI ADVISORY SUBCOMMITTEE REPORT**

The full report was attached to the agenda. Mr. Khankari reviewed the goals of the subcommittee for the current Society Year.

**COUNCIL REPORTS**

**MEMBERS COUNCIL**

Mr. Knight reported that Members Council met recently for three hours. He thanked the council and committee chairs for their work and involvement. The full report was attached to the agenda.

He reviewed the RAL discussion of the pending motion to split the Region-at-Large. He reported that his report will serve as notification that a recommendation for a major organizational change will be coming before the BOD. Information provided today will help the BOD have an opportunity to think about the upcoming motion.

Ms. Scoggins clarified the process for the pending motion. She advised that the BOD has been notified that a major organizational is pending. Once a motion is brought to the BOD, there will not be an additional 60-day cooling off period.

She reported that neither region in the proposed split have the required number of signatures. If or when Members Council brings a motion forward, a waiver for that Rule of the Board will be required. A similar waiver was made when Region XIV was created.

The pending motion does not require a member ballot but it does require 2/3 approval of the BOD.

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

*Suggested that a motion is required for the 60-day cooling off period to start. If the motion that is brought forward is drastically different from what was presented today, would insist on an additional 60-days.*

**What is the logical separation of the Regions?**

*Country politics are involved. Members have difficulties traveling to certain chapters.*

*Another reason is related to geographical spread. India is the 3rd largest membership base after the US and Canada. The split also follows the current sub region division.*

*Must look at the split from a cultural point of view as well.*

*Because of the size of the region and the rotation of leadership, a young engineer in the region that has aspirations of moving up may have to wait 20 years to get to that level of participation; seems unfair.*
Yes, RAL has a policy of serving both sub regions before moving up.

Appears that the Indian Chapters are breaking away. The motion came from Sub Region I on the premise that it was becoming difficult to manage the region.

My understanding is that if the motion moves forward, they are targeting a July 1, 2024 effective date. One of the things that staff is working on is the flow of elections and standing up an additional, new, DRC to be included on the spring ballot. Believe we have a path for doing that and believe it will be done in time for the spring ballot.

PUBLISHING AND EDUCATION COUNCIL

Mr. Austin reported that there were no recommendations for the BOD’s consideration. The full report was attached to the agenda.

Mr. Austin reviewed the council’s information items. He reported that a large percentage of members of the BOD of other organizations have certifications that the organization offers. Right now, 19% of this BOD have an ASHRAE Certification. It would be helpful to Certifications if our BOD made more of an effort to individually gain more certifications. Expressed that the program needs the BOD to make a concerted effort.

He reported that the Handbook Realignment Subcommittee is working on addressing Handbook volume size.

TECHNOLOGY COUNCIL

Mr. Rakheja reported that there were no recommendations for the BOD’s consideration. The full report was attached to the agenda.

Mr. Rakheja reviewed the council’s information items briefly. He advised that the full report was available for the BOD’s review.

TREASURER’S REPORT

FINANCIAL UPDATE FY 22-23 RESULTS

Mr. McQuade reported. The full report was attached to the agenda.

He reported that CRC motions that have a fiscal impact should also indicate if it is a budgeted expense and, if not, where the funds will come from if approved.

Requests for funds should also always include a ROI.

The General Reserve Fund should not just be considered a rainy-day fund. It can be used to expand and/or improve things within Society.

Mr. McQuade reviewed the General Fund results for the current Society Year.

Mr. Knight thanked Mr. McQuade for a great report. He suggested that the idea of affordability is something that Society as a whole, not just Finance Committee, should be considering and discussing. CRCs are discussing dues, the current membership model, and affordability.
He suggested that Society needed to start looking at other ways of bringing in revenue and get really creative. For example, looking for ways to reduce membership dues for young engineers and members in developing economies.

Mr. McQuade expressed agreement with Mr. Knight’s comments. He stated that is every BOD member’s job to look for additional sources of revenue. Need to really limit what we do in a year. We are a non-profit, not a charity. It is the role of the BOD to put a hard stop on some projects and initiatives.

It was asked when Finance Committee expects to normalize escalation. Specifically, expenses and economic escalation in the market.

Mr. McQuade responded that if costs are going up, Society will have to do less unless other revenue streams can be identified. He suggested that the BOD will need to be disciplined and have belt tightening in tough times.

Mr. Crawley stated that he had an issue with the suggestion that the cost for ASHRAE membership is high, particularly in North America. Other professional societies that he is a member of are four to five times ASHRAE’s dues. He expressed his opinion that Society dues are incredibly low when compared to other organizations, particularly when considering the value of our Handbook. Understand that this is an issue in other countries and economies.

He reported that AIA membership has grown from 50,000 to 80,000 over the past decade. He expressed his hope that Society can find a way to grow membership as well.

Mr. McQuade reported that the Finance Committee is working on their assigned MBOs. MBO updates were included in the written report.

**TASK GROUP AND AD HOC REPORTS**

**TASK FORCE FOR BUILDING DECARBONIZATION**

Mr. McQuade moved that

4. It is recommended that the Board of Directors approve the development of a single standard for greenhouse gas (GHG) accounting methodology and that Rule of the Board 2.424.003.1 (c), Operations/General Requirements, be waived to allow the new standard to be developed in a six-month timeframe as a non-ANSI standard.

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

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

*Is the $75,000 fiscal impact in addition to the funds that will be reallocated?*

*Mr. McQuade reported that the fiscal impact represents reallocated funds, not additional funds.*

*Bing and Pacific Northwest Labs were thanked for their work and input.*

*Is there a plan in the near future to make this an ANSI standard? Believe credibility increases once a standard becomes an ANSI standard; it can also be used more widely.*
Mr. McQuade reported that it would certainly be an option to have the standard ANSI approved with the next revision.

Ms. Reiniche agreed with Mr. McQuade. She added that Society does not lose credibility as long as a consensus-based process is used.

Are there any issues with the associated standards that are referenced being ANSI standards? Does that present any roadblocks or hurdles?

Ms. Reiniche reported that it would not be a hurdle. The only requirement for referencing a standard is that it be readily available.

Very important to agree internally. ASHRAE must be a leader when it comes to determining carbon emissions on 1KW of electricity; US and global leadership is looking for this guidance.

Has the staff member been identified? Is the honorarium included in the fiscal impact?

Ms. Reiniche reported that the honorarium could be included with the presented fiscal impact. The 600 staffing hours would be across multiple members of staff. Those staff have not yet been identified but someone will be.

If this passes, would it be referred to Tech Council for implementation?

Ms. Reiniche reported that if the BOD waives the rule, Tech Council could go through the typical process.

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

Mr. McQuade encouraged BOD members to read through the information items on the report. He reviewed several with the BOD.

Mr. Littleton reported that the Decarbonization Conference was completely sold out, with a waiting list. The conference is a homerun, and everyone is looking forward to a great conference in Washington, DC next week.

**NEW BUSINESS**

**SAFETY AT CONFERENCES**

Mr. Schopplein reported that this was requested to be added to the agenda as a general conversation, that was prompted by the recent DEI conversation. It was discussed on the recent DEI call that women are not feeling safe at ASHRAE Conferences.

She suggested that as a BOD, it needs to be made clear what options women have if they feel unsafe. More of a transparency item that the BOD needs to be prepared for.

Mr. Khankari stated that this has been discussed in general on the DEI Subcommittee call. A few people shared their experiences. This is a very sensitive issue that affects Society’s image. Suggested that the discussion take place in executive session.

Ms. Scoggins stated that if the discussion is an overall safety concern it can be an open session item. If specific issues are being discussed the discussion will move to executive session.
Mr. Knight reported that the gist of the comments was that women in ASHRAE are still being subject to a lot of inappropriate comments and conversations. All BOD members should get in the habit of immediately speaking up in the moment. If it goes beyond that, must be willing to make it more formal to discourage this behavior.

It was suggested that most of this behavior occurs at Winter and Annual Conferences. Perhaps there might be a way to integrate a way to address this behavior in the app.

Mr. Sanders stated that there is a feeling among several female members that Society’s current method for reporting this type of behavior is inadequate and they are not comfortable with it. It was suggested that female members would be more comfortable reporting to a woman as opposed to the EVP. At social events or when alcohol is involved, many feel the need to go in groups of two or three to protect one another.

Mr. Ellis stated that everyone attending a conference needs to know what is appropriate and what the consequences may be.

Mr. Littleton stated that ASHRAE should be a safe space for everyone. The ethics complaint process requires time, and some issues need to be addressed immediately. Happy to appoint a female member of staff if that makes members more comfortable. He suggested that Ms. Seymour could be the point person at conferences.

Mr. Khankari stated that as chair of the DEI Subcommittee, the group will start working on this right away. The DEI consultant will also be engaged related to this item.

Mr. Peach expressed his opinion that CEC should also be involved. Using the app may be the right way to go as it needs to be immediate and obvious how to report.

Mr. McQuade suggested that some level of education may be needed as what is appropriate may vary by generation or culture.

Ms. Hanson suggested that any policies should address things that happen in executive session.

Mr. Sekhar suggested that at the time of conference registration, there could be a statement that each registrant must agree to.

Mr. Littleton reminded the group that Society implemented sexual harassment training videos several years ago. PAOE points are currently awarded to chapters who have BOG members that watch the videos.

Ms. Scoggins thanked everyone for the good conversation.

Mr. Littleton and the DEI Subcommittee will work on a process to immediately address inappropriate behavior at Society Conferences and report back to the BOD.

**EXECUTIVE SESSION**

Executive session was called at 11:23 a.m.

Open session reconvened at 11:47 a.m.
UPCOMING MEETINGS
Ms. Scoggins reviewed upcoming BOD meeting dates. The full list of dates were included in the agenda.

She reminded the BOD that there would be a meeting on January 5, 2024 to discuss the motion postponed at this meeting.

ADJOURNMENT
The meeting adjourned at 11:49 a.m.

Jeff H. Littleton, Secretary
Note: These draft minutes have not been approved and are not the official record until approved by the Board of Directors.
TABLE OF CONTENTS
Board of Directors Meeting
Tuesday, December 12, 2023

CALL TO ORDER .................................................................................................................. 2
CODE OF ETHICS .................................................................................................................. 2
ROLL CALL/INTRODUCTIONS .......................................................................................... 2
REVIEW OF MEETING AGENDA ......................................................................................... 2
EXECUTIVE SESSION ........................................................................................................ 2
SY2024-25 DUES ............................................................................................................... 2-5
DISCUSSION OF PROPOSED RAL SPLIT ..................................................................... 5-6
TFBD TRANSITION PLAN ................................................................................................. 6-7
UPCOMING MEETINGS ..................................................................................................... 7
ADJOURNMENT .................................................................................................................. 7
<table>
<thead>
<tr>
<th>No. - Pg.</th>
<th>Motion</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 – 2</td>
<td>Finance Committee recommends to the Board of Directors (BOD) a proposed dues increase in Society Year 2024-2025 to $285 for Full Members and includes all other membership dues grades that are calculated based on a percentage of Full Member dues. Except for Developing Economies dues, which would increase by $15. Refer to ATTACHMENT A which outlines the recommended Fiscal Year 2024-2025 dues by membership grade.</td>
</tr>
<tr>
<td>2 – 4</td>
<td>MOTION 1 be amended as follows: Finance Committee recommends to the Board of Directors (BOD) a proposed dues increase in Society Year 2024-2025 to $285 for Full Members and includes all other membership dues grades that are calculated based on a percentage of Full Member dues. Except for Developing Economies dues, which would increase by $15. Refer to ATTACHMENT A which outlines the recommended Fiscal Year 2024-2025 dues by membership grade.</td>
</tr>
<tr>
<td>4 - 5</td>
<td>Finance Committee recommends to the Board of Directors (BOD) that the existing ten percent (10%) dues discount for companies who submit five (5) or more applications for new full dues paying members (Full or Associate) be extended to new Developing Economy dues paying members as well.</td>
</tr>
<tr>
<td>6 – 7</td>
<td>That MOTION 5: <em>The Board of Directors approve the transition of activities of the Task Force for Building Decarbonization (TFBD) to the ASHRAE Center of Excellence for Building Decarbonization (CEBD).</em> be postponed until the Sunday, January 21, 2024 BOD meeting in Chicago.</td>
</tr>
</tbody>
</table>
MEMBERS PRESENT:
Ginger Scoggins, President
Dennis Knight, President-Elect
Bill McQuade, Treasurer
Billy Austin, Vice President
Wade Conlan, Vice President
Ashish Rakheja, Vice President
Chandra Sekhar, Vice President
Jeff Littleton, Secretary
Steven Sill, Region I DRC
Ronald Gagnon, Region II DRC
Mark Tome, Region III DRC
Bryan Holcomb, Region IV DRC
Jim Arnold, Region V DRC
Susanna Hanson, Region VI DRC
Scott Peach, Region VII DRC
Joe Sanders, Region VIII DRC
Jonathan Smith, Region IX DRC
Buzz Wright, Region X DRC
Eileen Jensen, Region XI DRC
John Constantinide, Region XII DRC
Cheng Wee Leong, Region XIII DRC
Mahroo Eftekhari, Region XIV DRC
Richie Mittal, RAL DRC
Doug Cochrane, DAL
Dru Crawley, DAL
Blake Ellis, DAL
Art Giesler, DAL
Kishor Khankari, DAL
Corey Metzger, DAL
Heather Schopplein, DAL
Wei Sun, DAL

GUESTS PRESENT:
Ahmed Alaa Eldin
Farooq Mehboob

STAFF PRESENT:
Candace DeVaughn, Sr. Manager - Board Services
Chandrias Jolly, Manager - Board Services
Vanita Gupta, Director – Marketing
Lizzy Seymour – Director – Member Services
Mark Owen, Director - Publications & Education
Kirstin Pilot, Director - Development
Stephanie Reiniche, Director - Technology
Alice Yates, Director - Government Affairs
Craig Wright, Director of Finance
CALL TO ORDER
The meeting was called to order at 8:00 a.m.

CODE OF ETHICS
Ms. Scoggins read the code of ethics commitment and advised that the full code of ethics statements and core values were available online.

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

REVIEW OF MEETING AGENDA
Ms. Scoggins reviewed the meeting agenda. There were no changes or additions.

EXECUTIVE SESSION
Executive session was called at 8:05 a.m.
Open session reconvened at 9:29 a.m.

SY2024-25 DUES
Mr. McQuade reminded the BOD that the role of Finance is to develop the Society budgets and monitor expenses related to what is approved. Additionally, Finance is responsible for reviewing dues, fees, and privileges and making recommendations. He advised that Society’s mission and vision should be kept top of mind and the budget should support the mission and vision.

Mr. McQuade moved that

1. Finance Committee recommends to the Board of Directors (BOD) a proposed dues increase in Society Year 2024-2025 to $285 for Full Members and includes all other membership dues grades that are calculated based on a percentage of Full Member dues. Refer to ATTACHMENT A which outlines the recommended Fiscal Year 2024-2025 dues by membership grade.

Mr. McQuade reported that ATTACHMENT A outlines the Finance Committee’s recommendations for all membership types. The dues formula was developed several years ago and takes into account producer’s price index, staff cost, and the consumer price index.

He reported that the calculation for this year called for an 11% increase. The formula is always looking backward, and Society has already incurred that 11% inflation. The dues increase last year was less than 11% so Society is behind from a revenue standpoint.

Mr. McQuade reported that Developing Economies dues are a percentage of Full Member dues. Last year, the BOD froze Developing Economies dues therefore, the increase for 2024-25 is larger than normal. On average, there is a $95 loss per member for Developing Economies dues, for a total of $135,000.

He advised that an ad hoc is being assembled to review the current membership model and investigate how to address the possible losses in revenue and how Society can have more flexibility in this area. It is,
however, important that the BOD set Society dues now for the coming year. The BOD has the prerogative to make changes to the dues for one or all member grades.

Mr. McQuade reported that the fiscal impact of the motion would be an increase in revenue of about $400,000, if accepted as proposed. This increase in revenue will help to fund programs and any staff increases over the next 12 months.

Additional details were requested on the negative votes from the Finance Committee. It was reported that some members who voted against the motion expressed concern over the increase in Developing Economies dues and access to membership for all.

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

Curious about the impact of the new ad hoc. Is it too early to do this? Does this motion negate the recommendations from the ad hoc?

The BOD is required to set dues at this time for next Society Year. The ad hoc will continue for a year and a half.

The membership model ad hoc needs to be given time to look at our current membership model, specifically, how do we replace potential losses in revenue due to some standards becoming available online for free. Society is in a reasonable position financially at this time. Only about 1,400 members take advantage of the Developing Economies dues rate. The fiscal impact of the motion is calculated very conservatively and is really closer to $956,000. Given the pushback we hear on increasing dues, recommend that the BOD considers a lower increase or continuing the freeze until the ad hoc has completed its work.

Did Finance consider spreading the increase out over a few years rather than all at once?

The feeling from Finance was that the longer the catch-up period is dragged out, the bigger the gap will become.

For Developing Economies, it is not just local salaries but also the evaluation of the local dollar that causes issues. Society should be more creative and increase membership dues by offering additional benefits; this would allow members to see the benefits of continuing with ASHRAE.

It is better to approve an increase now and adjust dues as needed once the ad hoc completes its work. Otherwise, there will be a significant increase down the road.

What’s the justification for increasing dues when Society has millions in surplus? Not questioning the formula, questioning the balance sheet.

Not against the increase in dues, but in terms of optics, a $30 increase, especially when chapters in developing economies have expressed concern, is ill-advised.

For members in North America that pay their own dues and do not have company support, the cost is starting to become much more unaffordable. Think we will start seeing membership erode in the US and Canada if we increase dues substantially.

Mr. McQuade was allowed to make final comments. He stated that by reducing the Developing Economies dues Society is losing money based upon the spending levels set by the BOD. Anytime the
BOD decides to reduce revenue, accompanying motions to lower expenses are also needed. Society’s mission and vision is not to provide membership to everyone around the world, it is to advance the arts and sciences of our industry. Not increasing dues will decrease Society’s ability to do other things moving forward.

Mr. Rakheja moved and Mr. Ellis seconded that

2. MOTION 1 be amended as follows:

Finance Committee recommends to the Board of Directors (BOD) a proposed dues increase in Society Year 2024-2025 to $285 for Full Members and includes all other membership dues grades that are calculated based on a percentage of Full Member dues. Except for Developing Economies dues, which would increase by $15. Refer to ATTACHMENT A which outlines the recommended Fiscal Year 2024-2025 dues by membership grade.

The floor was opened for discussion on the amended motion. A summary of that discussion is below:

Clarifying that the recommendations from the ad hoc will not come forward until next Society Year.

It is a rare day that any programs are eliminated or that we are unable to fund a request. Developing Economy dues are not a loss to Society, revenue is generated and those members are paying for services.

The amended motion corrects the concern with optics over increasing dues.

The impact of a $25 increase for Full Members adds $827,000 in revenue over a full renewal cycle. In contrast, a $30 increase for Developing Economy dues would generate $42,000 over a full renewal cycle. Encourage the BOD to be fiscally responsible, but the amendment does not represent a significant fiscal impact.

As a non-profit organization, how much should we accumulate in the bank?

Reminder that the amended increase represents a $15 increase over the last two years.

MOTION 2 PASSED (24:3:1, CNV).

The floor was opened for discussion of AMENDED MOTION 1.

Mr. Knight moved and Ms. Jensen seconded that

3. Amended MOTION 1 be amended as follows:

Finance Committee recommends to the Board of Directors (BOD) a proposed dues increase in Society Year 2024-2025 to $285 for Full Members and includes all other membership dues grades that are calculated based on a percentage of Full Member dues. Except for Developing Economies dues, which would increase by $15. Refer to ATTACHMENT A which outlines the recommended Fiscal Year 2024-2025 dues by membership grade.

Mr. Knight stated that the proposed amendment would allow the Finance Committee to realize the fiscal impact reported in the original motion.
It was clarified that all dues tied to Full Member dues, as a percentage, would also increase.

Mr. McQuade reported that Society has operated at a deficit for the past several years; meaning, Society was run from reserve funds. By not raising dues to the level that the Finance Committee has recommended, the BOD is authorizing a pull from reserves to maintain Society’s same spending levels.

Several members spoke against the motion.

**MOTION 3 FAILED (6:20:2).**

The floor was opened for discussion of AMENDED MOTION 1.

There was no additional discussion.

**AMENDED MOTION 1 PASSED (22:5:1).**

Mr. McQuade thanked the BOD for their thoughtful discussion.

Mr. McQuade moved that

4. Finance Committee recommends to the Board of Directors (BOD) that the existing ten percent (10%) dues discount for companies who submit five (5) or more applications for new full dues paying members (Full or Associate) be extended to new Developing Economy dues paying members as well.

Mr. McQuade reported that the fiscal impact is minimal. Companies are required to sign up five new members at one time. Finance Committee saw no reason not to extend this offer to Developing Economies members as well.

Would be a one-time discount for new applications.

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

- *Do the new applications have to be submitted via paper application?*

  *Currently Society does require paper applications due to database limitations. However, staff is working through this and should have an update soon.*

  *All applications must also be submitted at the same time.*

  *Would support an even higher percentage.*

**MOTION 4 PASSED (Via Unanimous Voice Vote).**

Mr. McQuade reviewed information items from the Finance Committee.

Ms. Scoggins thanked Mr. McQuade and the Finance Committee for their work.

**DISCUSSION OF PROPOSED RAL SPLIT**

Mr. Knight reported that there was not yet a motion for the BOD’s consideration. He reported that all of the necessary paperwork had been received from RAL. The paperwork includes an outline for how the region will manage the split as well as a list of tentative regional leadership. Members Council has not
yet reviewed the paperwork or formulated a motion for the BOD. Members Council will meet on December 20th.

If a motion is forthcoming from Members Council, it will be presented to the BOD at the January 5th meeting.

Mr. Metzger stated that he was curious about the impact of balance of the BOD overtime as regions have been added, relative to DALs. Is there a discussion necessary at some point?

Ms. Scoggins advised that this discussion could be added to a future BOD agenda.

Mr. Sekhar asked if there was background on why the name RAL was being retained, instead of giving them a number like the other Regions. Mr. Knight reported that this was the way the Region proposed it.

Mr. McQuade thanked Ms. Seymour, Mr. Mittal, Mr. Rakheja, and Mr. Anbari for all of their work on this item. He stated his opinion that Members Council should decide the names of the regions.

Mr. Mittal reported that RAL currently represents 19 countries. If the proposed split is approved, the Region will still represent 16 countries. The scope of the Region’s geographic representation is the reason for the continue RAL name.

Mr. Gagnon asked how the BOD would address three of Society’s Regions not having the minimum number of required members? Mr. Knight responded that he anticipated several waivers coming forward from Members Council if the split were approved. Waivers would be presented as part of the Council’s final recommendation to the BOD.

TFBD TRANSITION PLAN

Mr. McQuade moved and Mr. Ellis seconded that

5. The Board of Directors approve the transition of activities of the Task Force for Building Decarbonization (TFBD) to the ASHRAE Center of Excellence for Building Decarbonization (CEBD).

Mr. McQuade reported that the TFBD was an ad hoc that was created and extended. The proposed motion would formalize the group’s work moving forward.

Mr. Peterson reported that the BOD’s confidence in and support of the TFBD has allowed Society to establish itself as a leader in building decarbonization. The TFBD was charged with determining how the activities of the ad hoc can be incorporated into Society’s structure. The task force has spent considerable time collecting input and feedback and drafting recommendations.

He reported that the CEBD would focus on strategy, thought leadership, and industry collaboration. Both execution and strategy are needed to deliver what our members need and for Society to continue to be relevant moving forward.

Mr. Peterson stressed that the area of decarbonization is changing rapidly. It is especially important to separate strategy from execution especially because of the speed of change.
He reported Society is gaining traction with other organizations regarding developing code for countries and municipalities. A full-time staff member is recommended to help coordinate this work.

Mr. Peterson stated that BOD members could contact him with any thoughts, questions, or feedback. The plan is to make a final recommendation at the Sunday BOD meeting in Chicago. If approved, work would be done to implement changes prior to the Annual Meeting.

Mr. McQuade spoke in favor of the motion. He stated that he was not aware of any other initiatives that have this revenue potential. He expressed his opinion that there would also be opportunities to share costs with like-minded organizations.

Mr. Knight spoke in favor of the motion. He stated that the proposal is new and different and could help Society grow membership.

Mr. Sekhar spoke in favor of the motion. He expressed that anything that can be done to engage the students should be encouraged.

Ms. Jensen moved and Mr. Leong seconded that

6. MOTION 5 be postponed until the Sunday, January 21, 2024 BOD meeting in Chicago.

MOTION 6 PASSED (Unanimous Voice Vote, CNV).

Mr. Peterson encouraged members of the BOD to reach out to him with questions or feedback prior to the Winter Meeting.

UPCOMING MEETINGS

Ms. Scoggins reviewed upcoming BOD meetings.

ADJOURNMENT

The meeting adjourned at 10:59 a.m.

Jeff H. Littleton, Secretary

ATTACHMENTS:

A. Finance Committee Membership Dues Reference
# Membership Dues

<table>
<thead>
<tr>
<th>Grade</th>
<th>FY 2023-24 (Current)</th>
<th>FY 2024-25 (Calculated)</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Full/Associate/Fellow Grade</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Regular</td>
<td>$260</td>
<td>$285</td>
<td>65.0% of Full Member Dues</td>
</tr>
<tr>
<td>Developing Economy</td>
<td>$155</td>
<td>$185</td>
<td>Frozen for FY23-24 (Not Calculated)</td>
</tr>
</tbody>
</table>

| **Affiliate Grade**          |                      |                          |                                                                      |
| Regular                      | $65                  | $70                      | 25.0% of Full Member Dues                                            |
| Year 2                       | $100                 | $105                     | 37.5% of Full Member Dues                                            |
| Year 3                       | $130                 | $145                     | 50.0% of Full Member Dues                                            |

| Developing Economy           |                      |                          |                                                                      |
| Year 1                       | $40                  | $45                      | 25.0% of Dev. Eco. Member Dues                                       |
| Year 2                       | $60                  | $70                      | 37.5% of Dev. Eco. Member Dues                                       |
| Year 3                       | $80                  | $95                      | 50.0% of Dev. Eco. Member Dues                                       |

| **Student Grade**            |                      |                          |                                                                      |
| Regular                      | $25                  | $30                      | 10.0% of Full Member Dues                                            |
| Developing Economy           | $15                  | $15                      | 50.0% of Student Member Dues                                         |

| **Student Transfer Program (SmartStart)** |                      |                          |                                                                      |
| Regular                          |                      |                          |                                                                      |
| Year 1                           | $25                  | $30                      | 100.0% of Student Member Dues                                        |
| Year 2                           | $100                 | $105                     | 37.5% of Full Member Dues                                            |
| Year 3                           | $130                 | $145                     | 50.0% of Full Member Dues                                            |

| Developing Economy             |                      |                          |                                                                      |
| Year 1                           | $15                  | $15                      | 100.0% of DE Student Grade Member Dues                               |
| Year 2                           | $60                  | $70                      | 37.5% of Dev. Eco. Member Dues                                       |
| Year 3                           | $80                  | $95                      | 50.0% of Dev. Eco. Member Dues                                       |

| **Retired**                    |                      |                          |                                                                      |
| Regular                        | $40                  | $45                      | 15.0% of Full Member Dues                                            |
| Developing Economy             | $20                  | $25                      | 50.0% of Retired Member Dues                                         |

| **Life**                       | $                    | $                        |                                                                      |

**Rounded up/down to closest 0 or 5**
Recommendations for Board Approval:

None.

Information Items:

1. ExCom approved a revision to the *Indoor Carbon Dioxide* Position Document (PD). The revision was initiated by Tech Council in response to confusion about what CO2 exposure means in terms of IAQ, about health and productivity effects of CO2, and about benefits of CO2 control technologies. It was reported that people are misapplying ASHRAE technology/information to produce systems and situations that do not provide what they claim. This poor understanding can lead to energy waste and/or poor IAQ.

   This revision would clarify Society’s position on these issues.

   The final PD, once ready, will be presented to the BOD for review and approval.

2. The Executive Committee discussed frustrations of IEC with the Mexico City Chapter as it relates to AHR Mexico and the parallel technical conference.

   Mr. Littleton reported that he spent a lot of time visiting with the Mexico City Chapter, making introductions and working to mend fences. He reported that he got the impression that running the technical conferences, alongside AHR Mexico, has grown to the point where more staff support is needed as opposed to relying entirely on chapter volunteers.

   Mr. Littleton was tasked with developing an interaction plan for the Mexico City Chapter and IEC, with the goal of addressing the AHR Mexico Expo and technical conference in the future.

3. ExCom received requested feedback from SRC regarding member petitioned ROB changes. SRC reviewed the request without knowing which motion it would apply to. It was reported that SRC leadership concluded that the rules were very clear that it is the BOD’s purview to change, amend, edit, remove, or add rules, per ROB 1.100.002.3.

   This interpretation was forwarded to the chair and ExO of EHC so they are aware that they are cleared to make a motion to resolve the Avery Petition.

4. There was significant discussion of Society obtaining an international bank report. It was discussed that regions outside of North America are facing banking challenges including conversion rates and restrictions on moving funds.

   After much discussion, Mr. McQuade was tasked with working with the Finance Committee to discuss banking issues involving regions outside of North America and provide recommendations to resolve these issues to ExCom.

5. ExCom discussed a proposal from Empower to fund a research project to develop the next generation of district cooling systems that do not use a lot of water. Staff preliminarily reached out to several national labs to gauge interest in the proposed project. All labs contacted indicated that they would be interested.

   After much discussion, there was consensus that the Mr. Littleton and Ms. Reiniche would respond to Empower with the cost involved to investigate a research project as well as the development of a standard. They will work to flush out what Empower would like to have signed in Chicago.
REPORT TO THE BOARD OF DIRECTORS
From the Executive Committee
As of November 14, 2023

Recommendations for Board Approval:

MOTION 1: ExCom recommends to the Board of Directors that Society enter into an MOU with IGBC (Indian Green Building Council).

BACKGROUND: IGBC is very influential in India and is part of the CII (Confederation of Indian Industry). The organization has 25 certifications for buildings and has certified 10 billion square feet.

IGBC represents 94% of the market share in India in terms of green rating and they are the second largest green footprint in the world. Two previous ASHRAE Presidents have spoken at IGBC conferences, so there is an existing relationship and collaboration.

IGBC approached Society regarding an MOU and the IGBC board has agreed to sign an MOU with Society.

Mr. Rakheja and Mr. Khankari were tasked with developing a work plan with IGBC for completion at the June meeting.

ExCom approved the recommendation by a vote of 3:0:1, CNV.

FISCAL IMPACT: Less than $2,000.

STAFF IMPACT: Minimal.

Information Items:

1. The Executive Committee discussed a proposal to require volunteers to use ATC when booking travel for reimbursable travel.

   It was discussed that if a member uses ATC, they can access a worldwide travel system. The biggest benefit is that there is no out of pocket expense to the member. ATC allows members to earn airline miles, the company will enforce Society’s transportation policy, and ensures that only members authorized to travel book flights.

   It was reported that a large percentage of reimbursements processed are still member airfare reimbursements and this time spent processing reimbursements could be avoided if all volunteers used ATC.

   There was discussion of frustrations with ATC, including not being able to select a seat and complications for members outside of North America.

   No final decision or consensus was reached. Mr. McQuade was tasked with working with the Finance Committee to discuss the compulsory use of ATC and provide recommendations to ExCom.

2. ExCom was advised that the International Finance Corp (IFC), which is part of the World Bank, is seeking assistance with developing a simplified approach to identify buildings that qualify for the Edge Program (which invests in developing economies to scale up resource efficient buildings). IFC feels that all the current building rating systems are too complicated for their needs and they suggested that Society could play a role in identifying buildings and defining zero carbon buildings.

   IFC was asked to prepare a concept paper and would be shared with ExCom as soon as it is available.
No action was taken but there was consensus that the TFBD should be involved if Society decides to move forward with this proposed collaboration.

3. The Executive Committee reviewed a draft plan from the TFBD to transition that group to the ASHRAE Center of Excellence for Building Decarbonization.

There was consensus that this proposed transition would be a major organizational change and plans were made to notify the BOD, via email, on November 20th.

4. ExCom and the BOD previously approved Society taking over administration of the MEP2040. In the interim, the group has expressed concerns with being absorbed into ASHRAE bureaucracy.

Staff hosted a lunch and conducted a building tour for MEP2040 leadership. The group may be looking at securing funding or forming an independent entity. At the lunch, the group advised that they would come back to Society as soon as more information is available.

5. An update on the proposed new MOU with U3ARC (a federation of 25 plus refrigeration organizations throughout the African continent) was provided. Mr. Rakheja had a follow up meeting with the group and learned that their desired areas of focus are training, refrigeration, and women in industry.

There was some discussion of how Society could best partner with U3ARC. It was decided that Mr. Littleton would arrange a meeting with U3ARC and Society leadership at the Chicago meeting to discuss next steps and the best path forward.
REPORT TO THE BOARD OF DIRECTORS  
From the Executive Committee  
As of December 21, 2023

Recommendations for Board Approval:

None.

Information Items:

1. The Executive Committee acted on behalf of the BOD in between meetings and approved the following motions related to the strategic plan:
   
   o The Planning Committee recommends to the Executive Committee that the budget for the developing of the strategic plan be increased by $48,000.  
   6:0:1, CNV
   
   o The Planning Committee recommends to the Executive Committee that McKinley Advisors be retained as the consultant to assist in the development of the 2025-2028 ASHRAE Strategic Plan.  
   6:0:1, CNV

The full Planning Committee report, including background and fiscal impact on the motions above is in ATTACHMENT A.

2. ExCom reviewed draft MOUs and work plans and discussed paths forward. A summary of those updates is below:

   o CONFEA (Federal Council of engineering and Agronomy) – Mr. Constantiniad will work with ExCom and staff to address concerns with the current draft MOU and work plan. A final proposed MOU and work plan will be presented in Chicago.

   o CAMEE (Coalition of American Mechanical) – Mr. Austin will continue to work with CAMEE on the draft MOU and work plan for final review in Chicago.

   o AIHA (American Industrial Hygiene Association) – Mr. McQuade will work with staff to finalize the current draft MOU and work plan for final review in Chicago.

   o WFI (Waterloo Filtration Institute) – There was consensus that it is premature to have a final MOU and work plan for review in Chicago. Staff will make the necessary arrangements for a meeting with WFI in Chicago.

3. Ms. Scoggins reported that negotiations were successful with Empower to fund a research project to study how to provide a chilled water system without the use of vapor compression chillers. It was agreed that $50,000 would be paid to develop the project scope, $150,000 to develop an ANSI standard, and 30% on top of the bid price to facilitate the research project with a national lab.

   Multiple members of the Empower c-suite team will be attending the Chicago meeting. The goal is to have a signing ceremony with Empower in Chicago.

4. Society’s potential membership in BCSE (Business Council for Sustainable Energy) was discussed. It was reported that typically non-profit organization membership dues are $22,000. BCSE was open to Society paying the for profit membership rate of $8,250 since Society does not have corporate members.

   After much discussion there was consensus that Society should not move forward with becoming a BCSE member at this time. Staff was tasked with notifying BCSE accordingly.
Recommendations for ASHRAE Executive Committee:

1. **MOTION:** The Planning Committee recommends to the Executive Committee that the budget for the developing of the strategic plan be increased by $48,000.

**BACKGROUND:**
Four firms submitted proposals during the proposal review process for consultants to aid in the development of the 2025-2028 Strategic Plan. Based on the proposed costs, the initial budget of $100,000 will not fully support the scope of work for the development of the new strategic plan. The increased budget will ensure that the proper consultant can be hired to assist ASHRAE in developing an impactful strategic plan.

Planning Committee Vote: (8:0:0, CNV)

*Consultants of the committee, though non-voting, were also asked to weigh-in. Below is their vote as additional information:*

Planning Committee Consultant Vote: Currently there are a total of 9 consultants. (7:0:1)

**FISCAL IMPACT:**

2023-24 Society Year: $27,500
- Consulting Fee: $18,000
- Estimated Expenses: $9,500

2024-25 Society Year: $20,500
- Consulting Fee: $18,000
- Estimated Expenses: $2,500

**STAFF IMPACT:** Minimal

2. **MOTION:** The Planning Committee recommends to the Executive Committee that McKinley Advisors be retained as the consultant to assist in the development of the 2025-2028 ASHRAE Strategic Plan.

**BACKGROUND:** Four firms submitted proposals during the proposal review process for consultants to aid in the development of the 2025-2028 Strategic Plan. Based on the strength of their proposals, McKinley Advisors and Nexight Group, LLC were shortlisted for in-person interviews.

Based on the results of the interviews, McKinley Advisors emerged as the stronger firm to assist in the development of the 2025-2028 ASHRAE Strategic Plan. Several factors contributed to the Planning Committee recommending McKinley Advisors including, but not limited to:

- McKinley showed commitment to ASHRAE and had the proposed project lead attend the in-person interview. It should be noted that both McKinley and Nexight requested a virtual interview, however McKinley was able to adjust their schedules to allow for their proposed project lead to attend in-person, provide the presentation, and participate in the questions and answers session.

  Conversely, Nexight was permitted a virtual interview which was conducted by one of their team members who was not the proposed project lead. Based on the strength of the interview, the McKinley team appeared stronger and to have a much sounder understanding of our industry. The McKinley Practice Director/project lead will be the primary point of contact with ASHRAE.
As the Planning Committee believes that a strong bond is paramount for a successful working relationship, we believe that the interview with the McKinley Practice Director provided the subcommittee with the assurance that McKinley could better guide the strategic plan development process.

- McKinley has committed to retaining the team indicated in their proposal to work on the ASHRAE Strategic Plan.
- Based on their work with similar organizations, McKinley has developed industry metrics that can provide ASHRAE with better insight as we develop our next strategic plan.
- McKinley has a strong working knowledge of ASHRAE, having assisted in the development of the previous two strategic plans.
- It should be noted that a meeting will be held on December 15th with McKinley Advisors, specifically Jay Younger (McKinley Advisors President & CEO) and Megan Cruz (McKinley Advisors Practice Director and Interviewee), to discuss expectations should they be selected as consultant. Thus far, even before official selection, McKinley has been very open to further discussions with the PLC team.

McKinley Advisors proposal and interview presentation has been included in ATTACHMENT A.

McKinley has also provided additional feedback on their intentions if selected to work with ASHRAE again. This has been provided in ATTACHMENT B.

Planning Committee Vote: (8:0:0, CNV)

Consultants of the committee, though non-voting, were also asked to weigh-in. Below is their vote as additional information.

Planning Committee Consultant Vote: Currently there are a total of 9 consultants. (7:0:1)

**FISCAL IMPACT:** Noted in previous motion. Direct result of approval of consultants, McKinley Advisors.

**STAFF IMPACT:** Minimal

**Informational Items:**

None.

December 21, 2023 ______________________________
Date     Steph Kunkel, Chair, Planning Committee

Attachments:  A. McKinley Advisors Proposal and interview Presentation
B. Re_ Follow-Up_ (Additional Questions) Strategic Plan Consultant Interview (McKinley Advisors)
American Society of Heating, Refrigerating and Air-Conditioning Engineers

ASHRAE Strategic Planning 2024

November 1, 2023

Created by:
Jay Younger, FASAE
President & CEO
McKinley Advisors

Prepared for:
Chandrias Jolly
Manager of Board Services
American Society of Heating, Refrigerating and Air-Conditioning Engineers
Situation Assessment

The American Society of Heating, Refrigerating and Air-Conditioning Engineers (ASHRAE) recognize the importance of strategic planning to support long-term viability, organizational performance, alignment, and mission impact. As a result, ASHRAE is seeking to develop a visionary three-year strategic plan for their organization that will prioritize advancing the industry, providing more value to their members and creating a durable process that will allow for annual evaluation and refinement so the organization can respond to an evolving market landscape. To accomplish these goals, ASHRAE requires a consulting partner that can guide the strategy design process to advance priority goals and objectives and unlock new levels of performance.

Outcomes

The objectives for this engagement include:

- Collaborate with key ASHRAE staff, stakeholders and board members to secure a range of insights to inform strategy development
- Facilitate strategic planning sessions that leverage recent efforts, consider new research inputs and codify ASHRAE’s key priorities
- Develop and deliver a compelling, impactful and visionary strategic plan that drives success for the organization

Value to ASHRAE

This engagement will surface a series of essential questions for discussion and debate and ensure ASHRAE has an actionable strategic plan — informed by key stakeholders — that will effectively position ASHRAE and the industry for the future.
About McKinley

McKinley Advisors (McKinley) is an award-winning association consulting firm dedicated to accelerating associations' positive impact on the world. Our in-house research team and experience working with associations sets us apart. We work in partnership with association executives and volunteer leaders to identify and address their most significant challenges and opportunities.

McKinley provides services through four practice areas—Strategy and Innovation, Organizational Excellence, Business Transformation, and Research and Insights.

<table>
<thead>
<tr>
<th>400+</th>
<th>250+</th>
<th>6</th>
<th>3</th>
</tr>
</thead>
<tbody>
<tr>
<td>Association Partners</td>
<td>Years of Collective Experience</td>
<td>Certified Association Executives</td>
<td>ASAE Fellows</td>
</tr>
</tbody>
</table>

DEI at McKinley

McKinley is a people-first company. We embrace and celebrate the diversity of our staff, clients and community. Because of this, we aim to ensure equity in our practices and cultivate an inclusive environment where everyone feels welcome to contribute their unique strengths. The foundation of our DEI journey includes these three commitments:

- We are dedicated to creating an inclusive workplace where all staff, partners and clients can bring their best selves each day.
- Our team prioritizes equity in hiring, promotion, compensation, professional development opportunities and performance evaluations.
- As we grow and learn, we give each other the space, compassion and benefit of the doubt to be on this journey together.
Solutions

As a leading consulting firm focused exclusively on associations, McKinley offers a range of services that enables our clients to thrive. From CEO advisory services to program-specific marketing and business plans, McKinley's team is capable of delivering the tailored support your organization needs.

Organizational Excellence

Our team of expert facilitators brings years of experience and a unique expertise in mission-driven organizations to help you develop effective, diverse leadership teams.

- Governance and Leadership
- Diversity, Equity and Inclusion (DEI)
- Organizational Effectiveness

Strategy & Innovation

McKinley's strategic guidance helps position associations for impact – aligning strategy, operations, business goals, staff culture and performance all in support of the pursuit of a preferred future.

- Strategic Planning
- Product Innovation
- Marketing Strategy

Business Transformation

McKinley's team of expert advisors support clients through periods of high-impact change at the intersections of mission impact, member value and organizational performance.

- Business Planning
- Revenue Optimization
- Membership Modeling

Research & Insights

McKinley's team of expert researchers and data analysts are the "engine" behind data-driven decisions that are necessary to drive associations forward.

- Market Research
- Business Intelligence
- Field and Industry Studies
Our Strategy and Innovation Practice

Creative problem-solving is at the heart of our practice. McKinley's consultants offer deep knowledge of the issues associations face and are skilled at collaborating with executives and volunteer leaders to craft effective and practical strategies to guide their organizations toward an envisioned future.

We have an unparalleled track record of partnering with associations to maximize mission impact and business results through strategic planning, marketing strategy and product innovation. The breadth of McKinley's client base allows us the opportunity to provide real-time insights into association trends gleaned from hundreds of successful engagements across associations in virtually every sector. Our team members are recognized experts in the field and are highly qualified to facilitate these crucial discussions.
Our Approach to Strategic Planning

We believe in the work of mission-driven organizations. Our dedication to helping associations thrive guides our strategic planning process, ensuring our clients are equipped with the most innovative approaches to drive organizational health and growth. We collaborate with clients to identify the relevant and critical issues on the horizon and shape the strategy to address them. Our team has deep and broad experience facilitating strategy sessions with boards of directors and executive teams at the world's leading associations.

Our goal is to guide a strategic planning process to evaluate the current plan unlock new levels of performance. You will work directly with our highly trained in-house research team to uncover rich insights and data-fueled intelligence. Our consultants will collaborate with your board and executives to identify the strategies that will generate the greatest impact for ASHRAE. McKinley's facilitators have a tremendous depth of experience in creating strategic plans that focus on setting actionable goals, objectives and strategic priorities. Our team will orchestrate the process, engage the appropriate stakeholders, create recommendations and advance high-stakes change initiatives.

We are grateful for the opportunity to support ASHRAE in what would be our third consecutive strategic planning engagement with you. Our team has learned from each of our experiences with ASHRAE, as well as the dozens of other similar strategic planning engagements we have tackled in the last five years, and we are confident that our approach will lead to even greater volunteer satisfaction and a more impactful strategic plan in this cycle. ASHRAE is vital to the ensuring a healthy and sustainable future for our world and its citizens. Through this proposal, we respectfully request to continue in our role as your trusted strategic planning partner so that we can help unlock your potential to tackle the essential work ahead.


**ASHRAE Strategic Planning 2024**

**Immersion**

Our approach starts with an immersion and planning process to convene the McKinley and ASHRAE project teams to review the goals and drivers of this project, identify data and resources to be gathered as part of our initial discovery, and discuss mutual expectations and the timeline for successful completion. This critical phase sets the stage, informs the overall project and will give McKinley the information needed to develop a detailed work plan.

**What's Included**

- Immersion session with your team designed to align goals and objectives
- Project work plan

---

**Planning Committee Engagement**

Over the course of the project, McKinley will facilitate up to five (5) “check-in” videoconferences to engage leaders of the Planning Committee, provide project updates, explore key questions and advance and refine deliverables. Our engagements will not only give us an opportunity to leverage the input of the Planning Committee as a sounding board to test ideas and recommendations, but also to build support for changes that will ultimately be considered toward the conclusion of the project.

**What's Included**

- Up to five (5) check-ins with the Planning Committee
ASHRAE Strategic Planning 2024 (continued)

Interviews with Key Stakeholders

This phase consists of face to face in-depth interviews with ASHRAE stakeholders who have important insights into their current state and its challenges and opportunities at the 2024 ASHRAE Winter Conference in Chicago, IL. McKinley will conduct interviews during this phase to shed light on important themes and help focus leadership discussions throughout the strategy design process.

What's Included

- Up to twenty (20) face to face interviews with key ASHRAE members and stakeholders at the 2024 ASHRAE Winter Conference in Chicago IL from January 19 – 22, 2024
- Drafts and final versions of interview guide questions
- Summary of themes from interviews

“With the pace of disruption in business and society, leaders and guiding documents must be flexible and fluid. McKinley and the AIA Strategic Planning Committee did a great job in keeping our strategic plan simple and flexible. This has ensured more aligned and collaborative work, fostered staff and leader engagement, and provided the framework for transformation within the organization, the profession and even society."

Terri Stewart, Hon. AIA, CAE, Chief Finance and Administration Officer | American Institute of Architects
ASHRAE Strategic Planning 2024 (continued)

Survey Questionnaire

McKinley will develop and deploy an electronic survey instrument to ASHRAE contacts to capture perceptions of the organization’s strategic performance and direction, measure the value of ASHRAE and identify emerging priorities to inform how ASHRAE can strategically address future trends and unmet needs of the field. The following topics are likely to be included:

- **Value**
  - Perceptions of ASHRAE’s value
  - Levels of awareness and utilization of ASHRAE’s various offerings and services; as applicable, levels of satisfaction with services
- **Future Direction**
  - Perceptions of the future of the organization
  - Perceptions of the future of the field
  - Insight on programmatic or content areas for ASHRAE to pursue
- **Field Assessment**
  - Challenges faced and areas of unmet need
  - Insights on alternative or competing organizations or resources and how ASHRAE offerings compare
- **Open-ended questions on what additional services ASHRAE can provide to deliver enhanced value**

What’s Included

- Finalized electronic survey for distribution by ASHRAE
- Real-time, top line data from our survey platform
- Cross-tab analysis of survey results to inform future project phases
ASHRAE Strategic Planning 2024 (continued)

Facilitated Strategy Session

Building on information gathered during the previous project phases, McKinley will lead the strategic planning session in March 2024 at the ASHRAE Headquarters in Peachtree Corners, GA. The retreat will allow ASHRAE's staff and/or leadership to discuss and debate key issues, opportunities and strategies to pursue. McKinley will facilitate the retreat over two (2) days, engaging with ASHRAE to distill a range of strategic options into a finite set of priorities, objectives and key desired outcomes that will form the foundation of ASHRAE's strategy moving forward. We will incorporate a series of structured, creative exercises that will allow ASHRAE leaders to "get outside the box" as they consider a range of strategic alternatives for the next iteration of the strategic plan. Our goal will be to ensure that the participants leave the retreat feeling energized, aligned and with a clear sense of direction.

What's Included

- Draft and final versions of the retreat agenda
- Professional facilitation services for the strategic planning session March 2024 in Peachtree Corners, GA
- Supporting presentation materials

Strategic Plan Development

Following the retreat, McKinley will engage ASHRAE's Planning Committee and executive staff in a series of virtual sessions to continue to advance a working draft of the strategic plan. Using the outcomes of the retreat and our research as a basis for informed decision-making, McKinley will work with ASHRAE to identify goals, objectives and key initiatives to form the basis of the strategic plan. We will then guide ASHRAE through an iterative process of draft distribution, review and revisions. The final draft will be presented to the ASHRAE Board of Directors in June 2024.

What's Included

- Up to two (2) virtual sessions
- Strategic plan draft, including up to two (2) rounds of revisions
- Support for one (1) presentation to the Board of Directors at the ASHRAE 2024 Annual Conference in Indianapolis, IN
ASHRAE Strategic Planning 2024 (continued)

Operating Plan and Metrics Training Workshop

After confirming a "directionally correct" draft of the plan with the Board in June 2024, McKinley will facilitate a workshop with the ASHRAE staff and planning committee team to introduce a framework for how to effectively implement and measure the progress on the strategic plan. Through the workshop, our team will provide guidance on how ASHRAE team can develop parallel operating plan and metrics dashboards that will translate high-level strategy into concrete actions and key results. This workshop will give the ASHRAE team the tools they need to lead their operating plan and dashboard development process. These frameworks will help ASHRAE develop and scope the initiatives that will help you achieve your strategic outcomes.

What's Included

- Operating plan and metrics training virtual workshop
- Advisory support for the development of related initiative planning.

Strategic Plan Finalization and Approval

After developing and refining an initial draft with ASHRAE, McKinley will lead a focused process to incorporate additional input from key stakeholders as we work together to finalize the plan. The final version of the strategic plan will provide clear and compelling strategic goals, measurable objectives, a focused set of strategic initiatives and other elements developed in collaboration with ASHRAE. Following the meeting, the McKinley team will connect with our ASHRAE contacts to discuss how we can best support ongoing evaluation, maintenance and refinement during over the 3-year horizon of the plan.

What's Included

- A finalized strategic plan
- Presentation support for one (1) Board of Directors approval presentation in December 2024
- Debrief meeting to discuss McKinley's ongoing role
**Timeline**

The following timeline is based on selection by ASHRAE in November 2023. McKinley will be pleased to adjust the timeline to accommodate ASHRAE's milestones and other important dates, as possible. If the launch is delayed, the project timeline will require adjustment.

<table>
<thead>
<tr>
<th>Project Element</th>
<th>Timing</th>
</tr>
</thead>
<tbody>
<tr>
<td>Immersion</td>
<td>December 2023</td>
</tr>
<tr>
<td>Planning Committee Engagement</td>
<td>Ongoing</td>
</tr>
<tr>
<td>Interviews with Key Stakeholders</td>
<td>January – February 2024</td>
</tr>
<tr>
<td>Survey Questionnaire</td>
<td>February – March 2024</td>
</tr>
<tr>
<td>Facilitated Strategy Retreat</td>
<td>March 2024</td>
</tr>
<tr>
<td>Strategic Plan Development</td>
<td>April – June 2024</td>
</tr>
<tr>
<td>Operating Plan and Metrics Training Workshop</td>
<td>July - August 2024</td>
</tr>
<tr>
<td>Strategic Plan Finalization and Approval</td>
<td>December 2024</td>
</tr>
</tbody>
</table>
## Getting Started

McKinley is delighted about the opportunity to partner with ASHRAE on this important project. ASHRAE has the option to select McKinley as a partner for the project through **November 27, 2023** as currently scoped above. Project approval beyond that date will require revisiting the project scope, timeline and budget. McKinley will provide ASHRAE with a draft Letter of Agreement upon receiving verbal or written approval from the ASHRAE proposal contact.

## Investment

ASHRAE's investment for this engagement will be $136,000, not including travel expenses which have been estimated below. Terms and conditions are outlined in the Letter of Agreement.

<table>
<thead>
<tr>
<th>Project Element</th>
<th>Fee</th>
<th>Estimated Expenses</th>
</tr>
</thead>
<tbody>
<tr>
<td>Develop ASHRAE's Strategic Plan</td>
<td>$79,500</td>
<td>$2,500</td>
</tr>
<tr>
<td>Board of Directors Strategic Planning Retreat</td>
<td>$27,500</td>
<td>$2,500</td>
</tr>
<tr>
<td>2024 ASHRAE Winter Conference Attendance</td>
<td>$19,000</td>
<td>$4,500</td>
</tr>
<tr>
<td>2024 ASHRAE Annual Conference Attendance</td>
<td>$10,000</td>
<td>$2,500</td>
</tr>
</tbody>
</table>
### Strategic Planning Consultant/Facilitator Rates

<table>
<thead>
<tr>
<th>Role</th>
<th>Name</th>
<th>Hourly Rate</th>
</tr>
</thead>
<tbody>
<tr>
<td>Strategic Advisor</td>
<td>Jay Younger</td>
<td>$575</td>
</tr>
<tr>
<td>Project Lead</td>
<td>Megan Cruz</td>
<td>$275</td>
</tr>
<tr>
<td>Senior Consultant</td>
<td>Ankur Ponda</td>
<td>$225</td>
</tr>
<tr>
<td>Senior Consultant</td>
<td>Jennifer Dickinson</td>
<td>$225</td>
</tr>
<tr>
<td>Senior Project Manager</td>
<td>Alexandra Isham</td>
<td>$225</td>
</tr>
<tr>
<td>Associate Consultant</td>
<td>Julia Riordan</td>
<td>$150</td>
</tr>
</tbody>
</table>

The workloads of the key personnel included in this proposal shift from week to week, however they all have adequate capacity to deliver the project as scoped.
Why Us

McKinley's team is composed of driven individuals, each with a rich and diverse background and all sharing our commitment to deliver exceptional client experiences. Our team has extensive experience crafting strategic plans with global and domestic boards of directors, executive staff teams and key association stakeholders. McKinley has facilitated strategic planning meetings ranging in size from a few people to hundreds of people, in virtual, in-person and hybrid settings. Our strategic planning talent consists of former association CEOs, MBAs, analysts, certified facilitators and ASAE (American Society of Association Executives) Fellows.
Your Expert Partner

Jay Younger, FASAE, will serve as ASHRAE's Strategic Advisor in the strategic planning process, supported by a team of McKinley's expert researchers and project managers.

Jay Younger, FASAE
President & CEO

During Jay's twenty-plus years in the association industry, he has become widely known as an expert in strategic planning, dues restructuring, governance, membership and organizational development. He has a consistent track record of helping clients tackle challenging issues and arrive at unprecedented successes. He has extensive experience working with the staff and volunteer leadership of associations and is an accomplished facilitator and strategist. Jay is known for his uncanny ability to ensure that all participants feel they have been heard and included and to unify disparate audiences to proceed towards a common goal. In addition to his direct work with McKinley's clients, Jay brings a wealth of expertise, experience, and positive energy to our project teams, supporting McKinley's senior staff in their efforts to deliver exceptional client value.

Jay is an ASAE Fellow, and chaired ASAE Business Services Board of Directors in 2021. He also served on its Membership Section Council from 1999–2005, with a stint as chair in 2004–2005. Jay is a frequent presenter, author and contributor to a wide range of industry events and publications. At home, Jay is the quintessential family man, trading in his golf clubs for his kids' ballet recitals, trips to the playground and countless early mornings. A native Washingtonian, Jay holds a B.A. in English from Duke University.
Our Strategy and Innovation Team

The McKinley team is excited for the opportunity to work with you. We will identify the team members assigned to your project following joint signature of the Letter of Agreement that governs this engagement.

Megan Cruz, CAE
Practice Director

Ankur T. Ponda, MBA
Senior Consultant

Jennifer Dickinson, MBA
Senior Consultant

Alexandra L. I sham, PMP
Senior Project Manager

Julia Riordan, M.A.
Associate Consultant
What Our Clients Are Saying

“The American Association of Orthodontists engaged McKinley Advisors to facilitate our strategic planning process in 2017 and again in 2021. They are able to solicit feedback, hear many voices and then synthesize what they have heard into a one page, easy to read document that becomes our guiding star. We are so appreciative of their ability to combine a number of things into a coherent whole that will lead our association forward into the future.”

Lyne Thomas Gordon, CAE, CEO | American Association of Orthodontists

“We had confidence in the team and process from day one. And we were correct in that we ended with a workable, concise and well-supported plan. With our numerous and diverse stakeholders, that is quite an accomplishment.”

Michael Honaker, Ph.D., Former Deputy Executive Director | American Psychological Association
Who We've Worked With

Having worked with the McKinley team for many years, I appreciate the breadth and depth of their experience and expertise, their passion for innovation and excellence, and their commitment to helping their clients succeed.

Thomas Smith III, ENV SP, CAE, F.ASCE, Executive Director | American Society of Civil Engineers

McKinley provides tailored solutions to ensure we advance the success of your project, and your mission. We've helped hundreds of organizations solve their toughest challenges.

Advanced Medical Technology Association
American Academy of Orthopaedic Surgeons
American College of Rheumatology
American Counseling Association
American Hospital Association
American Institute of Aeronautics and Astronautics
American Society of Anesthesiologists
American Society of Civil Engineers
American Society of Human Genetics
Association for Supply Chain Management
Congress of Neurological Surgeons
Equipment Leasing and Finance Association

Infectious Diseases Society of America
Institute of Food Technologists
International City/County Management Association
Manufacturers Alliance for Productivity & Innovation
Materials Research Society
National Institute of Building Sciences
National League of Cities
National Science Teaching Association
Regulatory Affairs Professionals Society
Smart Electric Power Alliance
Society of Petroleum Engineers
Specialty Food Association
References

We are proud of the work we deliver for the world's leading associations. To hear more about our work, feel free to connect directly with the references listed below.

**Terri Stewart**  
Chief Finance and Administration Officer  
American Institute of Architects  
tstewart@aia.org

**Michael Armstrong**  
Chief Executive Officer  
National Council of Architectural Registration Boards  
marmstrong@ncarb.org

**Jeff Shields**  
President and CEO  
National Business Officers Association  
jeff.shields@nboa.org

“It isn't always easy to find an expert in all areas, especially not someone that is an equal partner in the work itself and the passion McKinley shares. That's the secret sauce that makes us turn to McKinley and why the board feels that the work we do with them is a great investment for the organization.”

Deborah Bowen, FACHE, CAE, President & CEO | American College of Healthcare Executives
Learn More

**Research Report: Major Trends Expected to Impact Associations**

Uncover the significant trends leaders think will impact associations over the next 5 to 10 years, and learn how you can take strategic action toward each trend!

**Case Study: Strategic Planning for Bold Action and Transformation**

The American Institute of Architects (AIA) developed a bold strategic plan in partnership with McKinley Advisors that ensures its priorities and activities align with its ambitious direction.

**News: Five Steps to Develop and Grow Your Influencer Marketing Program**

What does influencer marketing look like at your association? Learn how the Pharmacy Technician Certification Board built its influencer marketing campaign from the ground up.

**Blog: Is your Strategy Implementation on Track to Make an Impact?**

Explore ways that you can get ahead and increase your relevance with customers and members.
Agenda

- Introductions
- About McKinley Advisors
- The Strategic Planning Experience
- Project Elements
- Association Trends
- Discussion
About Us

McKinley Advisors is an award-winning association consulting firm dedicated to accelerating associations’ positive impact on the world. We work in partnership with association executives and volunteer leaders to identify and address their most significant challenges and opportunities.

McKinley provides services through four practice areas:

- Strategy and Innovation
- Organizational Excellence
- Business Transformation
- Research and Insights
Our Solutions

McKinley offers a range of services that enables our clients to thrive.

- **Organizational Excellence**
  - Governance and Leadership
  - Diversity, Equity and Inclusion (DEI)
  - Organizational Effectiveness

- **Strategy and Innovation**
  - Strategic Planning
  - Product Innovation
  - Marketing Strategy

- **Business Transformation**
  - Business Planning
  - Revenue Optimization
  - Membership Modeling

- **Research and Insights**
  - Market Research
  - Business Intelligence
  - Field and Industry Studies
McKinley’s team is composed of driven individuals, each with a rich and diverse background and all sharing our commitment to deliver exceptional client experiences.
Our Values

Above all else, McKinley is a people-first company.

HUMAN
Put people above everything else. Celebrate and support individuality.

CURIOUS
Embrace learning. Never settle.

DRIVEN
Approach every day with intention. Show initiative.

CONNECTED
Work together as a team. Take care of each other.

HONEST
Lead with integrity. Act with conviction.
DEI at McKinley

We embrace and celebrate the diversity of our staff, clients and community. Because of this, we aim to ensure equity in our practices and cultivate an inclusive environment where everyone feels welcome to contribute their unique strengths.

1. We are dedicated to creating an inclusive workplace where all staff, partners, and clients can bring their best selves each day.

2. Our team prioritizes equity in hiring, promotion, compensation, professional development opportunities and performance evaluations.

3. As we grow and learn, we give each other the space, compassion, and benefit of the doubt to be on this journey together.
Who We’ve Worked With

"Having worked with the McKinley team for many years, I appreciate the breadth and depth of their experience and expertise, their passion for innovation and excellence, and their commitment to helping their clients succeed."

Thomas Smith III, ENV SP, CAE, F.ASCE, Executive Director | American Society of Civil Engineers

McKinley provides tailored solutions to ensure we advance the success of your project, and your mission. We’ve helped hundreds of organizations solve their toughest challenges.

- Advanced Medical Technology Association
- American Academy of Orthopaedic Surgeons
- American College of Rheumatology
- American Counseling Association
- American Hospital Association
- American Institute of Aeronautics and Astronautics
- American Society of Anesthesiologists
- American Society of Civil Engineers
- American Society of Human Genetics
- Association for Supply Chain Management
- Congress of Neurological Surgeons
- Equipment Leasing and Finance Association
- Infectious Diseases Society of America
- Institute of Food Technologists
- International City/County Management Association
- Manufacturers Alliance for Productivity & Innovation
- Materials Research Society
- National Institute of Building Sciences
- National League of Cities
- National Science Teaching Association
- Regulatory Affairs Professionals Society
- Smart Electric Power Alliance
- Society of Petroleum Engineers
- Specialty Food Association
The Strategic Planning Experience
Organizational Strategy

A framework that enables leadership to make decisions about the nature and direction of the organization.
Our Approach to Strategic Planning

We believe in the work of mission-driven organizations. Our dedication to helping associations thrive guides our strategic planning process, ensuring our clients are equipped with the most innovative approaches to drive organizational health and growth.

Rich insights and data-fueled intelligence to inform decision-making

Strategies designed to generate the greatest impact on mission and business results

Transparent approaches and strong communication throughout every phase of work

A collaborative approach to advancing high-stakes strategic initiatives
Strategic Planning, Simplified

First: what **could** we pursue given our current environment?

Next: why **should** we pursue certain priorities (and not others)?

Last: what **will** we accomplish and how can we best get there?
“Fatal Flaws” of Association Strategic Planning

We are skilled at avoiding these common pitfalls:

- Focusing on actions, not strategy
- Failing to establish success measures and benchmarks
- Attempting to rationalize all current activities within the plan
- Failing to adequately resource the plan
- Setting goals and objectives that are beyond the sphere of control
- Basing decisions on speculation rather than data
Critical Success Factors

Keys for an impactful strategic plan

**Leverage data**
A rigorous approach to market research and analysis underpins good strategy

**First ask why, then ask how**
A solid mission, vision, and values serve as the bedrock for later-stage strategic planning discussions and decisions

**Make some hard choices**
Ultimately, strategy formation is about pursuing a discreet set of initiatives based on a reasoned set of assumptions

**Clarify your intent**
Agree on common terminology; use accessible language in the plan; eliminate redundancy; vary communication tools

**Integrate the plan**
Engage staff early and often; work to harmonize strategic initiatives with operating plans; resource the plan with human and financial capital

**Measure and adapt**
Establish baselines; define key output, and outcome metrics; adjust the approach based on learnings

Leverage data  First ask why, then ask how  Make some hard choices
Clarify your intent  Integrate the plan  Measure and adapt

Leverage data
A rigorous approach to market research and analysis underpins good strategy

First ask why, then ask how
A solid mission, vision, and values serve as the bedrock for later-stage strategic planning discussions and decisions

Make some hard choices
Ultimately, strategy formation is about pursuing a discreet set of initiatives based on a reasoned set of assumptions

Clarify your intent
Agree on common terminology; use accessible language in the plan; eliminate redundancy; vary communication tools

Integrate the plan
Engage staff early and often; work to harmonize strategic initiatives with operating plans; resource the plan with human and financial capital

Measure and adapt
Establish baselines; define key output, and outcome metrics; adjust the approach based on learnings
Plan Structure

Typical components of a McKinley Strategic Plan

- **TIME HORIZON**: 3-5 Years with annual review
- **STRATEGIC FOUNDATION**: Mission, Vision, Values
- **STRATEGIC DIRECTION**: Goals, Objectives, Initiatives
- **STRATEGIC IMPACT**: Outcomes, Measures, Targets
Our Philosophy on Strategy

Strategic planning is:

- A time to ask and answer big questions
- A chance to revisit assumptions
- An opportunity to identify the next summit
- A board’s chance to discuss, debate and decide
- Possible with a variety of frameworks
- Requires focus on both strategy design and strategy delivery
- Ultimately, about making some hard choices
Our Responsibilities

The McKinley team will:

- Ask the hard questions
- Objectively referee the debate
- Adapt in the moment
- Keep us on schedule
- Bring diversity to our project team
- Reach consensus
- Build excitement
Our Strategy and Innovation Practice

Creative problem-solving is at the heart of what we do.

McKinley’s Strategy and Innovation practice is bolstered by in-depth research capabilities that ensure our recommendations meet the needs of each organization and its varied stakeholders.

Our deep expertise and exclusive focus on the association sector allows us to glean insights from across industries to inform recommendations for our clients.

Our team members are recognized, credentialed experts and are highly qualified to facilitate strategic discussions with diverse boards and board members.

We work directly with volunteer leaders, executives and staff teams to develop a shared vision of success for the organization.
Your Strategy and Innovation Team

Jay Younger, FASAE
President & CEO

Megan Cruz, CAE
Practice Director

Ankur T. Ponda, MBA
Senior Consultant

Jennifer Dickinson, MBA
Senior Consultant

Alexandra L. Isham, PMP
Senior Project Manager

Julia Riordan, M.A.
Associate Consultant
Our Approach for ASHRAE
Strategic Planning

Our strategic planning experience includes:

01 Immersion
02 Planning Committee Engagement
03 Interviews with Key Stakeholders
04 Survey Questionnaire
05 Facilitated Strategy Session
06 Strategic Plan Development
07 Operating Plan and Metrics Training Workshop
08 Strategic Plan Finalization and Approval
Association Trends
Industry Trends and Challenges

What major trends or changes do you expect to occur within the field or industry your association represents over the next 5-10 years?

<table>
<thead>
<tr>
<th>Workforce</th>
<th>Economic Disruptions</th>
<th>Regulatory and Legislative Developments</th>
<th>Sustainability</th>
<th>Digital Transformation</th>
</tr>
</thead>
</table>

McKinley Advisors
Industry Trends and Challenges

Workforce

- The ability to attract and retain talent. Association leaders said it is important to elevate the profession for the field or industry they represent. They emphasized that there is a continued challenge in the industry workforce they represent due to mass retirements and a generational change over.

- **Opportunity for impact:** Engage your board in generative discussion about the role your association could have in addressing your industry’s workforce challenges.

Some responses edited for clarity and anonymity
Industry Trends and Challenges

Economic Disruptions

- The economy is currently being negatively impacted by a variety of factors such as political turmoil, high inflation and the lingering impacts of the pandemic. There has also been a growing amount of competition for associations. They are worried about decreased membership and revenue for associations.

- **Opportunity for impact:** Evaluate if your business model is prepared for these potential disruptors and aligned with the value members would like to receive from your association. Examine where your association has the potential to invest more, where you should divest, and what needs to be postponed or eliminated given your strategic goals.

Some responses edited for clarity and anonymity
Industry Trends and Challenges

Regulatory and Legislative Developments

- Associations and the industries that they represent that are heavily regulated or that rely on government funding have been impacted by an increase in government oversight, shifts in policy and challenges from legislative and regulatory pressure.

- **Opportunity for impact:** There is an increased need for up-to-date, high-quality information about changes in the legal and regulatory landscape for associations and their members.

Some responses edited for clarity and anonymity
Industry Trends and Challenges

Sustainability

- Association leaders highlighted the need for their profession and association to address the potential environmental implications and prioritize sustainability.

- **Opportunity for impact**: Engage your board and staff in conversations around sustainability and integrate sustainability measures into your organizational structures and systems. Consider the direction of the industry and anticipated future trends to identify opportunities to lead on environmental issues.

Some responses edited for clarity and anonymity
Industry Trends and Challenges

Digital Transformation

- Association executives expressed that technological advancements will bring about changes to their association and the industries they serve. They identified artificial intelligence (AI), augmented reality (AR) and digitization as the key factors that will shape the operation of their association and the evolution of the industries they represent.

- **Opportunity for impact:** Association boards should scan their industries continuously to identify new entrants and technologies, so that they can adapt quickly when new entrants and technologies surface.

Some responses edited for clarity and anonymity
McKinley is an active participant in associations’ AI discussions.

- Facilitation of discussions around AI implications as part of strategic conversations and direction-setting
- Research in partnership with the American Society of Association Executives
Association Executives indicated they were in the early planning stages regarding solutions relative to AI. Less than one-fourth of Association Executives have solutions underway. Association Executives are more likely to indicate they will implement plans, assessments, workgroups, and advice in the next year.

### AI Solutions

Association Executives were asked which of the following solutions is your association likely to implement within the next 12 months relative to AI? The response rates are as follows:

<table>
<thead>
<tr>
<th>Solution</th>
<th>Have already implemented/underway</th>
<th>Will implement in next 12 months</th>
</tr>
</thead>
<tbody>
<tr>
<td>Seek internal advice from committees/task forces/workgroups</td>
<td>22%</td>
<td>40%</td>
</tr>
<tr>
<td>Assessment of how staff in your organization are using AI today</td>
<td>19%</td>
<td>38%</td>
</tr>
<tr>
<td>Seek external advice/counsel</td>
<td>18%</td>
<td>38%</td>
</tr>
<tr>
<td>Out-of-the-box technology purchase</td>
<td>12%</td>
<td>22%</td>
</tr>
<tr>
<td>Guidelines, best practices or standards for using AI</td>
<td>11%</td>
<td>30%</td>
</tr>
<tr>
<td>Development of in-house technology</td>
<td>8%</td>
<td>20%</td>
</tr>
<tr>
<td>Development of a plan for navigating AI</td>
<td>6%</td>
<td>45%</td>
</tr>
</tbody>
</table>

n=311; Base: All Association Executives
How are Associations Utilizing AI Today?

Answer: Generally for drafting and ideation at a basic level

<table>
<thead>
<tr>
<th>Common &amp; Basic Use Cases</th>
<th>Advanced Use Cases</th>
<th>Avenues and Interfaces</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ideation</td>
<td>Recommendation Systems</td>
<td>Chatbots &amp; Website</td>
</tr>
<tr>
<td>Checking/Rewriting Copy</td>
<td>CX, Navigation, e-payment</td>
<td>HubSpot</td>
</tr>
<tr>
<td>Creating Headlines</td>
<td>Fraud Detection/Phishing</td>
<td>ChatGPT and general softwares (e.g., Dall-e)</td>
</tr>
<tr>
<td>Outlines/Drafts/Letters</td>
<td>Marketing Automation</td>
<td></td>
</tr>
<tr>
<td>Notetaking</td>
<td>Debugging Software</td>
<td></td>
</tr>
</tbody>
</table>
Impact of AI

Association Executives were more likely to focus on positive impact rather than negative, particularly for Marketing and Data Analytics. Compared to other functions, Association Executives were most likely to be concerned by threats to publications, communications, and education.

In which departments/functions do you believe AI has the greatest likelihood to significantly positively/negatively impact your association? Please select up to five options:

<table>
<thead>
<tr>
<th>Department</th>
<th>Positive Impact</th>
<th>Negative Impact</th>
</tr>
</thead>
<tbody>
<tr>
<td>Marketing</td>
<td>67%</td>
<td>15%</td>
</tr>
<tr>
<td>Data/Analytics</td>
<td>61%</td>
<td>11%</td>
</tr>
<tr>
<td>Communications/Public Relations</td>
<td>55%</td>
<td>24%</td>
</tr>
<tr>
<td>Membership</td>
<td>34%</td>
<td>12%</td>
</tr>
<tr>
<td>Education/Professional Development</td>
<td>30%</td>
<td>23%</td>
</tr>
<tr>
<td>Publications</td>
<td>23%</td>
<td>29%</td>
</tr>
<tr>
<td>Research</td>
<td>23%</td>
<td>17%</td>
</tr>
</tbody>
</table>
Opportunities and Threats for AI

Association Executives were more likely to perceive and identify opportunities for AI than threats. Threats centered around heightened competition, potential effects on staff, and concerns about quality and integrity.

### Ideation
- Drafting, content, brainstorming, repurposing, ideation, creativity, planning, clear and consistent messaging

### Efficiency
- Automation, outlines, productivity, translation, editing, synthesize/create summaries, planning, technical writing

### Responsiveness
- Personalized, effective content, timely, automation, chatbot, curated content, customized engagement

### Discovery
- Identifying trends, faster research, improved resources

### Tools
- Adaptive learning, learning plans, upskilling, monitoring educational status/needs, targeted suggestions/courses

### Opportunities
- Organizational
  - Staff reduction, reshape department, competition for CE/PD, decreased revenue, AI replaces publications/subscriptions

### Threats
- Quality
  - Misinformation/disinformation, quality control, devalued credential, bias, less innovation, content could lose its edge, impersonal, annoying, over-reaching, human oversight policies

- Integrity
  - Validation, not research-based, plagiarism, copywrite and intellectual property, ethics, cheating, falsified credits, access and equity,

---

**asae**
The Center for Association Leadership

Exceptional Experiences.
Discussion
Thank you!

Megan Cruz, CAE
mcruz@mckinley-advisors.com
Dear Chandrias,
I hope you enjoyed a wonderful weekend. Below, please find responses to your questions.

1. As requested in Addendum 1, please provide the Key Personnel Workload Form for review. Attached is the previously issued Addendum as a reminder (Page 4).

Please see the attached, revised proposal that includes a new column with individuals' workload estimates on page 14. We have interpreted the question at hand to be about the % of each individual's time that will be dedicated to ASHRAE as a percentage of their overall workload responsibilities. Each member of our team has different client-facing utilization targets which have been considered in providing the estimates. If you are looking for something else, please let us know.

2. With the development of ASHRAE's 2014 Strategic Plan, the McKinley team lead who participated in the interview was the same team lead who developed the strategic plan. From ASHRAE's perspective, this arrangement was in line with our expectations and the final work product reflected the expectations from the interview. With the development of ASHRAE's 2019 Strategic Plan, the McKinley team lead who participated in the interview was replaced with a different team lead who developed the strategic plan. From ASHRAE's perspective, this arrangement was not in line with our expectations and the final work product did not meet our expectations. Is it McKinley's intent to utilize the team structure listed in the proposal to assist in developing the 2025 Strategic Plan?

Yes, our intent is to utilize the team that is outlined on page 14. While we do not anticipate any disruptions that would impact this team, we hope that ASHRAE understands that occasionally forces beyond our control may lead to changes in the team.

3. As stated in your proposal, please highlight specific advantages gained from your prior involvement with ASHRAE that would enhance the upcoming strategic planning process for ASHRAE.

We know ASHRAE and your culture. Our last two planning experiences have reinforced the tremendous passion your volunteers and staff bring to the strategic planning process. We are now better informed about how to leverage that passion to produce an exemplary plan while also ensuring that we maintain an element of efficiency in thinking about and making strategic
We know your industry. McKinley has deep expertise in working with associations focused on the built environment. We will not require a long learning curve to understand the issues and topics that are impacting ASHRAE members and the industry at large. We will also leverage our experience gleaned from other organizations and help discern the relative pros and cons of different strategic responses that ASHRAE will consider throughout the project.

We understand your process. We have learned a tremendous amount during our last two engagements about how to maximize the contributions of volunteers at different stages of the process. In particular, we have a better understanding now of your expectations around implementation planning and have scoped our work appropriately to ensure that we produce an excellent plan that also fosters a high level of satisfaction for the members of the planning committee.

We've gotten better. In the years since our last engagement McKinley has developed new, more effective methods of strategic planning that enable more innovative thinking about strategic options as well as more rigorous implementation constructs. We have also added considerable depth, diversity and project management strength to our team which enables us to perform at a higher level for our clients. We are confident that the team we've assembled for ASHRAE will produce an outstanding result.

4. Please provide an estimated yearly consulting fee for ongoing support in aiding ASHRAE with the annual maintenance of the new strategic plan?

While we would welcome the opportunity to partner with ASHRAE on a specific scope of work for annual maintenance, most of our similar engagements for annualized strategic plan maintenance services fall between $25,000-$50,000 per year.

5. Following the interview is there any additional information you would like to convey to ASHRAE?

Thank you for your thorough questions, last week and in this follow-up. I would only add my sincere hope that we have the opportunity to work together. I very much enjoyed time together last week. Thank you!

Megan

Megan Cruz, CAE (she/her)
Practice Director
202.831.4679 | mcruz@mckinley-advisors.com

McKinley Advisors
www.mckinley-advisors.com

On Fri, Dec 1, 2023 at 12:29 PM Jolly, Chandrias <CJolly@ashrae.org> wrote:
Thank you Megan! I also hope that rest of your week has gone well and that your travels back home went smoothly.

As a follow-up to your firms interview, you are asked to address the following questions by Monday, noon ET:

1. As requested in Addendum 1, please provide the Key Personnel Workload Form for review. Attached is the previously issued Addendum as a reminder (Page 4).

2. With the development of ASHRAE’s 2014 Strategic Plan, the McKinley team lead who participated in the interview was the same team lead who developed the strategic plan. From ASHRAE’s perspective, this arrangement was in line with our expectations and the final work product reflected the expectations from the interview. With the development of ASHRAE’s 2019 Strategic Plan, the McKinley team lead who participated in the interview was replaced with a different team lead who developed the strategic plan. From ASHRAE’s perspective, this arrangement was not in line with our expectations and the final work product did not meet our expectations. Is it McKinley’s intent to utilize the team structure listed in the proposal to assist in developing the 2025 Strategic Plan?

3. As stated in your proposal, please highlight specific advantages gained from your prior involvement with ASHRAE that would enhance the upcoming strategic planning process for ASHRAE.

4. Please provide an estimated yearly consulting fee for ongoing support in aiding ASHRAE with the annual maintenance of the new strategic plan?

5. Following the interview is there any additional information you would like to convey to ASHRAE?

Responses may be sent back to me via email.

Chandrias

Chandrias Jolly
Manager - Board Services
From: Megan Cruz <mcruz@mckinley-advisors.com>
Sent: Friday, December 1, 2023 9:15 AM
To: Jolly, Chandrias <CJolly@ashrae.org>
Subject: Thank you, and research studies to share

Good morning Chandrias,

I hope the rest of your week has gone well.

Thank you again to you, ASHRAE, and the selection committee for the opportunity to meet and discuss partnership with ASHRAE on its next strategic plan. We remain enthusiastic and energized by the opportunity.

Attached are two documents that were requested Wednesday: "AI in Associations" includes the topline results from the AI survey that was conducted with ASAE. "Major Trends" is the more complete report on the analysis of McKinley's latest Association Viewpoint study, from which the 5 trends I discussed are taken.

If you all have questions or need any additional information, please don't hesitate to reach out.

Thank you, and we look forward to hearing from you soon. In the meantime, have a wonderful weekend and stay warm!
Sincerely,
Megan

Megan Cruz, CAE (she/her)
Practice Director
202.831.4679 | mcruz@mckinley-advisors.com

McKinley Advisors
www.mckinley-advisors.com
The following motion shall be considered if the postponed motion from October 19, 2023, regarding edits to the Society Bylaws Section 5.1 is approved.

**MOTION:** The Board of Directors determines and asserts that the ASHRAE Certificate of Consolidation (CoC) allows for officer honorariums.

**BACKGROUND:** The following section of the CoC allows for payments to officers, as determined by the BOD.

> No officer, director, or member of the consolidated corporation, shall receive or be lawfully entitled to receive any part of the net earnings thereof or any pecuniary profit from the operations thereof, except such reasonable compensation for services in effecting one or more of its purposes as the board of directors may determine.

The purpose of this motion is to provide an official BOD determination that the proposed changes to Section 5.1 of the Bylaws are allowed under this CoC language so no further changes to the CoC are needed.

**FISCAL IMPACT:** None

**STAFF IMPACT:** None
REPORT TO THE BOARD OF DIRECTORS
From the Special Members Council Meeting
As of December 20, 2023

Recommendations for Board Approval:

1. Members Council recommends to the Board of Directors that Society approve the Region-At-Large be reorganized and become two regions based on geographical and chapter allocation. The current Sub-Region II (two) is to become Region XV, and Sub-Region I (one) is to become Region-At-Large (RAL). Starting the society year 2024-2025.

BACKGROUND: RAL has 33 chapters in 19 countries covering the Middle East, Pakistan, Africa, India, Bangladesh, and Sri Lanka. It is becoming too large of a geographical area and number of chapters to manage and provide the required support to chapters and members. Travel restrictions between some of these countries limit regional officers to travel and support chapters and members.

The sheer size of the region does not allow regional officers to Service Chapters adequately. Weak and struggling chapters are emerging.

Based on the current bylaws of RAL, Sub-Region 1 and Sub-Region 2 share regional positions based on the number of chapters in each sub-region. Sub-Region 1 gets 60%, and Sub-Region 2 gets 40% of the regional positions. The regional structure and position rotation rules have slowed down the members’ advancement path, causing them to lose interest. The progression to DRC is a 20-plus-year journey. The same is true of other regional positions.

All chapters stressed the fellowship and goodwill between RAL members, officers, and chapters, which is what makes RAL an exceptional region. Any future arrangement should preserve these bonds.

This issue was discussed with RAL chapters during RAL CRC. A petition was written and signed by 30 Chapter Presidents.

ASHRAE is a global society. By Making RAL into two regions, it will enhance international representation in the society.

FISCAL IMPACT: Estimated between $49,100 - $61,800 based on feedback from Society.

STAFF IMPACT: In the next 5-months (JAN – JUN 2024): 30 hours to accomplish the following:

- Grassroots staff liaison to engage with additional/new RVC
- Updates to website, member database, CIQ
- Establish updated reports for new region (PAOE, Membership, Chapter, Rosters, etc.)
- Creation of regional email aliases.

Ongoing: 4-5 hours per month throughout the year, each year, dedicated to maintaining financial accounts for both RAL and Region XV, assuming Region XV would need this support. 3-4 days for travel of 1 staff member per year to attend Region XV CRC.

Members Council Vote: Passed (18-7-0, chair not voting)

2. Members Council recommends to the Board of Directors that the following waivers to the Rules of the Board be approved:

   a. **Waiver of 3.910.001.1**
      
      A minimum of six chapters, with a minimum regional membership of 1,800, excluding students is required. All chapters must have functioned within an existing region for a minimum of three years.

   b. **Waiver of 3.910.002.1**
      
      Chapters wishing to form a region must present the following to the director and regional chair of the region to which they are presently assigned. Chapters not assigned to a region must present the following to Members Council by working with the Society Director of Member Services.
A. Written petition, signed by each chapter’s officers and Board of Governors.
B. Tentative slate of regional officers.
C. Identification of regional boundaries.
D. Schedule for proposed implementation.
E. Tentative initial CRC site and date selected.

BACKGROUND: The Chapters of ASHRAE Region-At-Large (RAL) resolved to petition the Society Board of Directors to restructure RAL by creating two separate Regions from the existing Sub-Region boundaries. The proposed new regional split will divide the current RAL member total of 2,977 into two Regions that are below the required 1,800 members. Sub-Region 2 will become Region XV with 1,273 members; Sub-Region 1 will remain RAL with 1,704 members. Two chapters in Sub-Region 1 have not been in existence for the minimum three years: Alexandria (2021) and Ghana (2023). The signatures on the written petition submitted by RAL only included 30 chapter presidents without those of the Board of Governors; 2 chapters were not included due to nonexistent leadership; 1 new chapter was recently chartered. There are active plans in place to support struggling chapters, increase membership, and grow new chapters and sections in the new Region.

FISCAL IMPACT: None

STAFF IMPACT: None

Information Items:

1. Members Council approved the charters of four new Sections in Region XIV: Belgium Section (Brussels, Belgium); Germany Section (Kaiserslautern, Germany); Italy Section (Milan, Italy); and the France Section (Paris, France). The total number of ASHRAE Sections is 43.

12/28/2023 ______________________________
Date Chair