



Board of Directors Meeting

Open Session Agenda

Wednesday, February 8, 2023 | 2:00 - 6:00 pm EST (UTC-05:00)

Omni CNN Center Atlanta | Grand Ballroom D2/E (M4-North)

1. **CALL TO ORDER** - Mehboob

2. **CODE OF ETHICS** - Mehboob

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** - Mehboob

4. **REVIEW OF MEETING AGENDA** – Mehboob

5. **2023 WINTER CONFERENCE REPORT** - Littleton

6.* **OPEN SESSION - Addresses to the Board of Directors**

7. **BOD SUBCOMMITTEE REPORTS**

A. Strategic Business Development – Macauley

B.* Society Streamlining – Maston

8. **PRESIDENTIAL AD HOC COMMITTEE AND BOD TASK GROUP REPORTS**

A. International Standards Interaction – Knight (Drake Erbe/Steve Bushby)

B.* ASHRAE Brand Recognition – Khankari

C.* HQ Building Ad Hoc – Scoggins

D.* Efficient and Healthy Schools Program Partnership with DOE - Constantinide

9. **COUNCIL REPORTS**

A.* Members Council - Scoggins

B.* Publishing and Education Council - Macauley

C.* Technology Council – Maston

10. COMMITTEE REPORTS

A. Executive Committee - Mehboob

i.* February 8, 2023

B.* Society Rules Committee - Gagnon

C.* Development Committee - Austin (Tiffany Bates Abruzzo)

D.* Audit Committee - Jensen

11. EXECUTIVE SESSION (Separate Agenda)

12. APPOINTMENTS UPDATE (SINCE JUNE 2022) – Mehboob

A.* Standing Committee Appointments & Election

B.* Presidential Appointments

13. INFORMATION ITEMS – Mehboob

A. Report of the President

B.* Standards Analysis Sheets – February 2023

14. OLD BUSINESS

A.

15. NEW BUSINESS

A.

16. UPCOMING MEETINGS

Spring Conference Call | March 27, 2023 | 11:00 am – 1:00 pm ET

17. ADJOURNMENT

*Indicates New/Revised Attachment

ADDRESSES TO THE BOARD OF DIRECTORS

- **Krishna Ajith, ASHRAE Falcon Chapter**

Really good opportunity provided for students to network and also enhance their knowledge on HVAC systems.

- **Deomatie Basdeo**

I am unable to attend your trade show because I was not granted a US visa by the embassy in Trinidad. Sorry so wanted to attend. Maybe next time.



Streamlining 2022-23

Continuous Improvement for Councils and Standing Committees

Sarah E. Maston- Chair
Andres Sepulveda- Vice Chair

BOD Subcommittee for Streamlining

Discussion Team Leaders

- Members Council: Eileen Jensen, Richie Mittal
- Pub&Ed Council: Chris Gray, Jim Arnold
- Technology Council: Tyler Glesne, John Constantinide
- BOD/ Excom Std Cmtes: Andres Sepulveda, Kim Mitchell, Tim Wentz

With assistance from staff members Joyce Abrams (MC), Mark Owen (PEC), Stephanie Reiniche (TC), and Kirstin Pilot



Why Are We Here?

Goals

- Free the Board/ ExCom for strategic operations
- Eliminate silos and speed up decision making
- Push decision making lower down in the organization
- Be market focused
- Remove the waste/ reduce operating costs



Questions for Consideration

Scope

- Who should report to the BOD?
- How many councils should we have?
- What should ExCom's role be?
- Questions on committee reporting structure will be taken up at the council level.



Approach

- The streamlining efforts of the last few years have had over-arching goals that would be difficult to get implemented in a short timeframe.
- We have engaged our council leadership to listen to their concerns/ difficulties and try to work with them to implement solutions.
- We are focusing on making changes at the council level with the council leadership.
- Changes at the BOD level will be smaller in scale
- Trying to take smaller bites of the elephant, to see if we can find some success.



Continuing the Conversation

- In November our SC groups meet with council leadership to hear what they had to say... Where were there pain points? How can we make the process better?
 - Here in Atlanta, our groups are discussing possible solutions to those issues with the council leadership. Looking for their buy-in and willingness to make improvements.



Continuing the Conversation, pt 2

- In January, we met with all BOD members to hear their thoughts on:
 - What should the BOD's primary mission be- strategic or operational?
 - Should Excom exist? If so, what should its role be?
 - Who should report to the BOD?
 - How many councils should we have and why?
 - What is ASHRAE's market?
- Since we did these meetings in smaller groups to facilitate good discussion, it was more difficult to get a “big picture” view, so I would like to do some live polling now.



Live Poll on PollEv.com (1)

- What should the BOD's primary mission be- strategic or operational?
 - More operational than strategic
 - More strategic than operational
 - Equal parts operational and strategic
- If the BOD is to be more strategic, who should NOT report to the BOD?



Live Poll on PollEv.com (2)

- Should Excom exist? If so, what should its role be?
 - Day to day operations of Society
 - Define strategic issues for further BOD discussion
 - Same role as BOD- only convene if BOD cannot
- How many councils should we have?



Work Left To Do

- Further discussions with council leadership here in Atlanta. SC groups to present draft recommendations to address council process/ structure difficulties.
- Draft ideas for BOD changes, based on BOD discussions.
- Present draft report for spring BOD meeting, detailing proposed council and BOD changes, with implementation plan.





Questions? Comments?

Email Sarah Maston at sarah.maston@collierseng.com



ASHRAE Brand Recognition Ad hoc January 2023

Chair: Kishor Khankari

Goals

- Be recognized as the single most reputable and reliable resource for issues related to the HVAC and R industry by the general public and/or agencies in the built environment.
- Brand recognition should be utilized to promote ASHRAE's membership and products and services during the course of listening to the market.



Membership

F	Industry Classification	
	Consulting Engineer	17,878
	Contractors	4,709
	Manufacturers	4,560
	Student	4,348
	Manufacturer's Rep	3,499
	Gov't, Health, Education	3,359
	Other	3,110
	Design Build	2,849
	Architectural/AE	2,792
	Sales Engineer	838
	Commercial Facility	755
	Property Manager	733
	Industrial Facility	731
	Distributor	579
	Association	500
	Utility	464
	Educational Institution	33
	Research Institution	12
	Library	8
	TOTAL	51,757

High Level Influencers

Owners

Architects

Facility Managers

Contractors

Etc.



Activities

- ❑ Arranged ASHRAE President Interview with the press. Attempted to reach out to wider audience beyond just HVAC&R press. (See attachment)
- ❑ Exploring a possibility of ASHRAE President Interview with the local press in Pakistan.
- ❑ Exploring a possibility of branding ASHRAE method of test.
- ❑ Assessed the current level of efforts in raising ASHRAE profile. (See attachment)
 - ❑ Need for assessing the impact of these activities
 - ❑ Members-staff coordination for marketing activities
- ❑ Exploring a possibility of developing ASHRAE Brand Ambassadors program.



What is next?

- Identify clear actions internal and external to ASHRAE required to address the goals and how each recommendation addresses the goals.
- Recommend structural or process changes needed in our marketing efforts to enhance ASHRAE's brand recognition. Each change to be justified.
- Evaluate if additional resources are required in terms of HR and financing or professional branding consultants.
- Identify potential consultants for possible consideration.
- Implementation timeline.

There may not be enough time to meet these deliverables.



Brand Recognition Ad Hoc Action Item 5: Will provide a list of initiatives for their corresponding departments that focus on projects that relate to brand recognition outside of the normal day to day outreach. An example is Government Outreach Days reaching elected officials (Alice), and TFBD (Vanita).

Marketing/PubEd/Technology

Task Force for Building Decarbonization:

Communication plan forthcoming with launch of new website planned for 2/1/23.

Marketing/PubEd

NYSERDA: Webinars to various expanded audiences ongoing 2021 to present.

Marketing/PubEd

UNEP: Collaboration with the United Nations Environment Programme via [ASHRAE-UNEP OzonAction Work Plan 2021-2023](#) Includes promotions, press release and website updates.

Marketing/PubEd

Lucy's Engineering Adventure

The book has enabled wider distribution to the K-12 audience in schools and HOUSEHOLDS through grassroots efforts in the chapters like East TN and various company support.

Marketing

Mainstream News Reach

Staff coordinates with media and volunteers for mainstream and industry outlet news articles such as [Designing Buildings that are Both Well Ventilated and Green](#), from the Harvard Business Review 1/9/23 to reach beyond our daily audience.

Another example: **Standard 240p Press Release on Pathogen Mitigation** was picked up 15 times in the media. AIHA – [ASHRAE to Develop IAQ Pathogen Mitigation Standard](#)
HPAC – [ASHRAE Developing IAQ Pathogen Mitigation Standard](#)
Green Builder Media – [IAQ Pathogen Mitigation Standard In the Works](#)
FacilitiesNET – [ASHRAE to Develop IAQ Pathogen Mitigation Standard](#)
Plumbing + HVAC – [ASHRAE to Develop IAQ Pathogen Mitigation Standard](#)
eJarn – [ASHRAE Commits to Developing an IAQ Pathogen Mitigation Standard](#)
WTI Pure Air Control Service – [New ASHRAE Pathogen Initiative](#)
ASPE Pipeline – [ASHRAE Commits to Developing an IAQ Pathogen Mitigation Standard](#)
Colorado School of Public Health - [The COVID-19 Pandemic & More: Time to assess lessons learned, and to implement science-based measures to reduce airborne transmission](#)
ACHR News – [ASHRAE Commits to Developing an IAQ Pathogen Mitigation Standard](#)
Mechanical Business – [ASHRAE to Develop IAQ Pathogen Standard](#)
Facility Management News – [ASHRAE Commits to Fast-Tracked IAQ Pathogen Mitigation Standard](#)
Retrofit Magazine – [ASHRAE Support National IAQ Pathogen Mitigation Standard](#)
Medical Construction and Design – [ASHRAE Commits to Developing IAQ Pathogen Mitigation Standard](#)
Harvard Business Review – [Design Buildings That Are Both Well Ventilated and Green](#)

To find more mainstream news: A quick Google search of “ASHRAE” filtered by ‘news’ results, (include media outlet if you’re looking for a specific source) provides a list of articles where ASHRAE is mentioned. For instance “[ASHRAE CNN](#)” in the ‘news’ section of google will show how often the ASHRAE name is mentioned in wide-spread, mainstream news from CNN.

Social Ads

Social media ads targeted to industry professionals beyond our database promoting the Society and products. A Society membership push in October and November of 2022 reached 258,599 and generated 1,756 clicks to ashrae.org.

Government Affairs

Government Outreach Events (GOEs)

GOEs make ASHRAE’s name known to a wide variety of elected officials, policy makers, and regulatory staff:

- Local jurisdictions such as School Boards and city code officials
- State Legislative bodies – outreach is generally done over the course of a full-day with multiple meetings with elected officials and their staff
- State agencies, including state energy offices
- Members of Congress at both the U.S. House of Representatives and U.S. Senate
- Federal Government officials and policy makers
- International entities (e.g., the Canadian House of Commons, India Energy Minister)

Briefings to Government Officials

Briefings are provided to government officials on a particular topic for a specific reason. These are not “outreach events” in that they are not grassroots-led efforts but rather focused on providing technical expertise from various TCs, SSPCs, and other technical entities within ASHRAE. Some examples follow:

- White House Office of Science and Technology Policy: multiple briefings by ETF Chair Bill Bahnfleth on IAQ and pathogen mitigation
- U.S. Trade and Development Agency Workshop to the Philippines on the cold chair (Doug Reindl)
- U.S. Department of Commerce presentation to a 20-person delegation from Eurasia on Refrigeration (Dustin Lilya)
- Technical assistance to Argentina, Chile, Egypt, Indonesia, Nigeria, and Ukraine through the U.S. Department of Energy’s Net Zero World Initiative to Accelerate Energy System Decarbonization

Participation in Government Forums

Government Affairs assists with presentations at various government forums, including the United Nations Conference of the Parties (climate change), Global Clean Energy Action Forum, National Healthy Schools Summit, and NASEO’s Policy Conference. Having an ASHRAE presence at these events is critical to boosting our profile.

Celebration of “Days”

The GAC works with grassroots members to get the word out to elected officials and others about various celebratory “days” such as Energy Efficiency Day, Engineers Week, Building Safety Month, Women in Engineering Day, World Refrigeration Day, and High-Performance Buildings Week. This outreach to the elected official makes ASHRAE’s name known across multiple audiences (government and the public) as a technical authority that also cares about broader policy issues.

Outreach to Peer Organizations

Government Affairs works closely with several aligned organizations (e.g., AIA, BOMA, IFMA, USGBC, ICC, NIBS, NEMA, HPBC, BRAC, EESG, NASEO, AHRI) to strategize on advocacy activities, partner in outreach (through written materials or meetings/briefings) and boost the profile of the buildings industry. While ASHRAE wants its name to be well-known, having the buildings industry voice united can generate increased attention, and people who may have only known about say the AIA, will have an opportunity to also learn about ASHRAE. There is power in numbers.

Outreach through Innovative Partnerships

Government Affairs is also building new partnerships such as U.S. Department of Energy’s Schools Partnership Pilot program, whereby ASHRAE Society, through a volunteer-led leadership team is working with chapters across the nation to reach out to schools and local educational authorities. The purpose of this program is to disseminate information to schools about the various funding opportunities provided by the Federal government (including \$500 million provided in the Infrastructure Law) to improve energy efficiency and IAQ of school facilities. Outreach to schools provides ASHRAE exposure to an audience it doesn’t generally work with: education officials, as well as teachers and students, which could also inspire students to more STEM education and pursue engineering careers.

NOTE: The press coffee invitation was sent to 620 reporters – this includes the AHR list, which is comprised of industry media and top mainstream media outlets such as Bloomberg News, The Washington Post and CNN. The invitation will be resent to our media list each week until the beginning on the conference and calls will be made to local press starting on January 30.



You are invited to join **2022-23 ASHRAE President Farooq Mehboob** for a **Press Coffee** and a discussion on current industry hot topics and his Society theme:

“Securing Our Future”

**Monday, February 6, 2023
9:00-9:50 a.m.**

Georgia World Congress Center

Press Room – B203
285 Andrew Young Intl Blvd NW, Atlanta, Georgia

[Add the Press Coffee to Your Calendar](#)

ASHRAE is also pleased to offer you a *complimentary press registration** to attend the 2023 ASHRAE Winter Conference and AHR Expo.

**Advanced registration is required. See details below.*

2023 ASHRAE Winter Conference

February 4-8, 2023
Atlanta, Georgia

AHR Expo

February 6-8, 2023
Georgia World Congress Center
Atlanta, Georgia

[View Schedule](#)

REPORT TO THE BOARD OF DIRECTORS
From the ASHRAE Headquarters Building Committee
As of January 20, 2023

Recommendations for Board Approval:

1. MOTION: None

BACKGROUND:

FISCAL IMPACT

Information Items:

The Committee was continued this year to oversee the correction of several operational issues and to develop a strategy to enhance the building operations to provide a quality indoor environment while effectively using energy. So far this year we have worked on the following issues:

1. The amount of solar power installed at the Headquarters was limited to 250 kW AC due to net metering regulations from Georgia Power, requiring models to be nearly perfect to obtain NZE. Performance is close, but larger DOAS units than what is in the model are a factor. As we continue to learn more as we operate the building, we will continue to adjust the operations. One area is the lighting system, which is not currently controlled by the BAS system.
2. An IAQ monitoring system has been donated by Automated Logic and should be installed soon.
3. Fans installed in Director offices.
4. Digital sound processor installed in Large Gowan training center room to improve digital performance.
5. Rate analysis conducted by Creative Solar, but no better rate options available.
6. New Proposal from Copper Tree, LBNL, DOE to demonstrate Automated System Optimization
7. Cisco intelligent building initiative, currently evaluating the Building Intelligence using the Building Intelligence Quotient (BiQ)
8. DC Microgrid System – Retroactively getting it permitted.

Continue to give many tours. Member reaction to the building is very positive. 3 tours during the Winter conference are sold out. 35 people each.

January 20th, 2023,
Date

Darryl K Boyce
Chair

REPORT TO THE BOARD OF DIRECTORS

from the

Efficient and Healthy Schools Program Partnership with DOE

January 26, 2023

John Constantinide- Chair
Bruce Lindsay

Sonya Pouncy
Chris Ruch

Raj Setty
Jonathan Smith

Recommendations for Board Approval

The Leadership Team of the Efficient and Healthy Schools Program Partnership with DOE (the “ASHRAE-DOE Schools Leadership Team”) has no motions to come before the Board.

Information Items

Since the Chair of the Efficient and Healthy Schools Program Partnership with DOE was appointed by President Mehboob on November 1, 2022, it has met five times and has accomplished many of the responsibilities outlined in the appointment letter:

1. The Chair identified five additional members to assist with managing the project; this group is known as the “ASHRAE-DOE Schools Leadership Team”.
2. Sent invitation letters to 26 chapters to join the pilot project; the chapters were selected based on recommendations from DRCs, and members of the ASHRAE-DOE Schools Leadership Team.
3. Structured a framework for Chapters to use to implement the pilot program in their communities. This framework will continue to be developed further.
4. Finalized the program workplan with DOE and LBNL (see Attachment)
5. Secured commitments from 12 chapters to participate in this pilot partnership program. ...
 - Idaho Chapter
 - Twin Tiers Chapter
 - Fort Worth Chapter
 - Northwest Arkansas
 - Baltimore Chapter
 - New York Chapter
 - Central New York Chapter

- Rochester
 - Southern California Chapter
 - Detroit Chapter
 - Miami Chapter
 - Gold Coast Chapter
6. Held an informational webinar with the selected chapters on what opportunities this partnership presents, specifically the DE-FOA-0002756: RENEW AMERICA'S SCHOOLS (\$500 million total through the Bipartisan Infrastructure Law), and the American Rescue Plan Elementary and Secondary School Emergency Relief (ESSER) Funds.
7. Challenges and Opportunities: In moving this program forward, the leadership team received feedback that it would be useful to get more information on federal funding opportunities. This issue was discussed with the GAC staff liaison, who noted that such information is provided through multiple avenues (listed below), but that an improved dissemination strategy may be needed. This opportunity will be explored further by the ASHRAE-DOE Schools Leadership Team and the GAC.
- Bi-weekly Government Affairs Updates
 - Fact Sheets on funding opportunities assembled by staff and disseminated to the GAC
 - Emails sent to the GAC

Schools Partnership Proposal - ASHRAE, DOE/LBNL

Overarching Program Goals:

- To help schools, including underserved schools (*see below*) access expertise, tools, resources and funding to improve their facilities. Improvements will result in energy cost savings, greenhouse gas (GHG) reductions and improved indoor air and environmental quality (IAQ/IEQ) to support a healthier learning environment.

Outreach and assistance to underserved schools

Each ASHRAE Chapter involved in the Pilot Program is requested to conduct outreach and provide technical assistance to schools, the majority of which as feasible meet two or more of these indicators:

- a) Part of a Disadvantaged Community (DAC)
- b) Title 1 (school-wide program)
- c) 70% or more of students eligible for free and reduced-price lunch
- d) Rural location (coded as 41, 42 or 43)

These schools can be identified by using the DOE's Energy Justice Mapping Tool for Schools - <https://energyjustice-schools.egs.anl.gov/>. Note that additional information (e.g. rural code, Title I) on a given school is provided in the map once that individual school is selected. We request that per participating ASHRAE chapter involved in the Pilot Program, on average each chapter work with at least two rural schools; individual pilot chapter's outreach to rural schools will depend upon the geography of the chapter.

Benefits to ASHRAE Chapters/Members include but are not limited to:

- Elevates ASHRAE's efforts as an organization that assists underserved communities.
- Affords opportunities for ASHRAE Chapters and Members to be recognized for their contributions (e.g., chapter awards, and/or Presidential Award of Excellence (PAOE) Points in certain categories, local community recognition).
- Increases ASHRAE membership awareness and use of available resources.
- Provides opportunities for ASHRAE Chapters, as well as ASHRAE Student Branches, to engage with their local K-12 schools and work together.
- Provides learning and mentoring opportunities for ASHRAE Student Members.
- Educates ASHRAE Members about new funding opportunities, which may be of particular interest to those serving commercial and institutional as well as education sectors.
- ASHRAE design professionals may be part of the design implementation of the various projects after they are generated from the various grantees. By helping structure the design, the transition to actual construction documents will be easier.
- Provides students and teachers in these schools with more exposure to the STEM environment.

US Department of Energy (DOE)/ Lawrence Berkeley National Laboratory (LBNL) value proposition:

- Connects underserved schools with local stakeholders who can serve as a resource, and who can conduct key activities necessary to enable retrofit projects.
- Provides support especially to under-resourced schools and school districts.
- Elevates awareness of the campaign and expands outreach to underserved areas.
- Provides hands-on learning experiences for ASHRAE Student Branches, and other students studying building sciences as a way to promote workforce training.
- Promotes STEM education and workforce development by offering students exposure to the roles of energy managers and facilities staff at local and state education agencies as a potential career path.

Pilot Program: ASHRAE has approximately 120 chapters in the U.S. Rather than rolling this program out to all of these chapters initially, we recommend piloting this program with 10-20 pre-qualified chapters expressing interest and having capability and availability. The lessons learned from the Pilot Program would then be used to improve the partnership, and the program could be rolled out to additional chapters. The broadening of the program could coincide with successive iterations of DOE released funding opportunities for schools.

The following three activities outline the main avenues of proposed engagement between DOE/LBNL and ASHRAE:

Activity 1 relates to general outreach efforts to educate and mobilize ASHRAE Chapters.

Activity 2 involves direct or targeted outreach to underserved schools.

Activity 3 involves providing assistance to schools/districts. There are two ways schools/districts may ask for assistance from ASHRAE:

- a. Via DOE/LBNL outreach efforts, which may then be directed to ASHRAE staff for connection to appropriate Chapter members for support.
- b. ASHRAE Chapter/member direct outreach efforts made with schools and school districts.

Activity 1 - General Outreach and Promotion to ASHRAE Chapters

Goal - To educate ASHRAE Chapters and Members about opportunities to assist schools in energy efficiency (EE) and IAQ retrofits, including funding and financing approaches, and encourage them to engage their local underserved schools, partnering with student chapters when possible.

Activity	DOE/LBNL	ASHRAE
Chapter Education and Outreach	Share announcements, webinars, funding opportunities and resources with ASHRAE and other stakeholders.	Outreach campaign to ASHRAE Members to help mobilize, educate, and promote involvement in underserved schools.

Activity	DOE/LBNL	ASHRAE
	<p>Develop targeted value propositions and messaging specifically to reach these underserved schools.</p> <p>Provide recognition opportunities through the DOE Efficient and Healthy Schools Campaign, and value proposition for schools.</p>	<p>Provide information through ASHRAE’s established communication channels (e.g., <i>Chapter Notes</i>, <i>Student Newsletter</i>) to engage local chapters and student chapters. Promote connections to and mentorship of ASHRAE Student Branches, training the future workforce.</p> <p>Provide opportunities to achieve ASHRAE presidential objectives, including local government engagement and receive recognition of ASHRAE Chapters in both ASHRAE Society and their local community.</p>
<p>Coordinated communications, leveraging synergistic events, training webinars, networking activities.</p> <p>Potential for co-branded webinars with participation from state and local education agencies, EPA, public health agencies, and other stakeholders.</p>		
Resource Promotion	<p>Promote specific tools, resources, e.g.:</p> <ul style="list-style-type: none"> - Studies on benefits of IEQ in learning environment - Example packages of retrofit technologies with energy, health and safety benefits - Building assessment and audit tools - Better Building resources for K-12: lighting, Roof Top Units (RTU), envelope, Energy Management Information System (EMIS) <p>Resources found on the DOE webpage here</p>	<p>Promote specific tools, resources, e.g.:</p> <ul style="list-style-type: none"> - Advanced Energy Design Guides (AEDG) - Building EQ Portal - Level 1 and 2 audits - IAQ and HVAC retrofit guides (e.g. <i>ASHRAE TC 9.7 Design Guidance for Education Facilities: Prioritization for Advanced IAQ</i>)
<p>Opportunities for both organizations to gain greater use of resources currently available, and receive feedback on additional resource needs.</p>		

Activity 2 - Targeted Outreach to Specific Underserved Schools: Pilot Program

Goal: To connect with under-resourced schools and promote the value proposition for EE/IAQ retrofits, various incentives and funding opportunities, avenues for recognition, and establish interest in collaboration.

Process	DOE/LBNL	ASHRAE
Outreach	<p>Provides resources to enable ASHRAE members to identify rural, Title 1, and other under-resourced schools through DOE's Energy Justice Mapping Tool for Schools https://energyjustice-schools.egs.anl.gov/</p> <p>LBNL provides guidance on messaging for this community, including value proposition.</p>	<p>Specific ASHRAE Chapters would be identified for this pilot program, which would in turn identify interested member(s), coordinate with ASHRAE Headquarters (HQ), and work with local student branches as applicable.</p> <p>ASHRAE Member(s) connect with school district in their local areas to promote and offer technical assistance. ASHRAE Member involvement should not preclude any person, whether an ASHRAE Member or not, from participating on a proposal team for a DOE grant application.</p>

Activity 3 – Technical Assistance to Specific Underserved Schools: Pilot Program

Goal: To provide under-resourced schools with basic technical assistance to complete key activities (e.g., audit/needs assessment) necessary to enable retrofit projects.

Process	DOE/LBNL	ASHRAE
Audit / Needs assessment	<p>Provides resources, guidance on requirements of needs assessment for funding opportunities.</p>	<p>Local ASHRAE Member(s) complete benchmarking and Standard 211-compliant Level 1 Energy Audits using Building EQ or other assessment tools.</p> <p>ASHRAE Building EQ team made of ASHRAE Members provides supporting training and guidance as needed.</p> <p>Workplan development</p>
Follow-up technical assistance potential	<p>Resources on retrofit approaches, EE/IEQ best practices, funding, and financing availability</p>	<p>Share ideas and recommendations for improving school facilities, which would provide the most value-add for energy efficiency, improved IAQ and other sustainability/resilience</p>

Process	DOE/LBNL	ASHRAE
		<p>improvements.</p> <p>If funding is identified: design implementation of Mechanical, Electrical, and Plumbing (MEP) as well as Commissioning (Cx) and retro/re-commissioning (RCx) solutions</p> <p>Promotion of ASHRAE tools, resources, e.g., AEDGs</p>
Recognition of Achievements	<p>Avenue for recognition through the Efficient and Healthy Schools campaign. https://efficienthealthyschools.lbl.gov/recognition</p>	<p>Presentations at conferences of</p> <ul style="list-style-type: none"> ● ASHRAE ● School Board Officials ● School Facility Managers <p>Consider convening an event where teams consisting of schools/districts administration, teachers, parents, students and ASHRAE Chapters can present their work. These events can offer opportunities to recognize outstanding work.</p> <p>Consider participating in, and helping to coordinate an event where schools are recognized for their achievements through the Efficient and Healthy Schools campaign.</p> <p>Have some awards recognition for ASHRAE members who went above and beyond to help with this program. Recognition could be at the chapter, Region, or Society Level.</p>

**REPORT TO THE BOARD OF DIRECTORS
From Members Council
As of February 7, 2023**

Motions:

1. Members Council recommends to the Board of Directors that Society approve all grassroots committee Chairs reporting to Members Council replace their Board ExOs as voting members on Members Council as of 2024-25. The Board ExOs would change to non-voting members of the Members Council.

BACKGROUND: In ongoing efforts by the Board and councils to streamline internal processes of Society, this would qualify as a valuable contribution. Chairs are already in attendance at Members Council to give updates. This motion would allow them to present their own motions and have a voice and vote regarding budgets that their committees must adhere to. The Committee Chairs could now present their own motions and backgrounds without relying on an intermediary. Board ExOs will remain valuable resources for grassroots committees and will remain as their liaisons to the Board. Empowering Chairs as voting members will enhance engagement with Members Council and help make Society more agile.

FISCAL IMPACT: None

Members Council vote: Passed (21-0-0, chair not voting)

2. Members Council recommends to the Board of Directors that the Rules of the Board be updated as follows:

1.300.004.2 Public Policy Issue Briefs

- B. The Government Affairs Committee shall be responsible for archiving, publication and distribution of Public Policy Issue Briefs. GAC shall maintain the current list of approved PPIBs on the ASHRAE website, and shall review each PPIB on an annual basis, and determine whether to update or rescind the PPIB. Each version of a PPIB will contain a statement indicating when it was created or updated. it expires and shall not be longer than one year after approval. (22-02-02-15)

BACKGROUND: Section 1.300.004.2 (B) of the Rules of the Board requires that each PPIB contain a statement when it expires which shall not be longer than one year after approval. This statement can be confusing to policy makers who are more interested in when the document was created to assess its relevance. To address this matter, GAC recommends adding the date on which the document was created or last updated. Adding that date will make the PPIBs more useful to policy makers, elected officials and their staff, as they will know that these documents were all recently created and updated, and thus up to date.

FISCAL IMPACT: NONE

Members Council vote: Passed (22-0-0, chair not voting)

3. Members Council recommends to the Board of Directors that Society approve the Eunice Newton Foote Decarbonization Award subject to review of the criteria with the first presentation occurring at the 2024 Annual Conference Plenary.

BACKGROUND: Ginger Scoggin's President Elect Advisory Committee recommended to H&A the creation of an award given to a member who works to reduce carbon emissions in the built environment. This

award was modeled after the existing Environmental Health Award with the application including both a point section and a written summary. Nominees would be reviewed by the H&A Committee until a permanent decarbonization committee is formed to oversee the award. The award deadline would be December 1 and presentation would occur at the Annual Conference Plenary. Presentation would be in the form of a plaque and reimbursement for transportation to the Annual Conference. As requested by PEAC, the award will be named after Eunice Foote who was the sounding alarm regarding global warming and rising earth temperatures before others were.

FISCAL IMPACT: \$1,500 per ASHRAE’s Transportation Policy

Members Council vote: Passed (22-0-0, chair not voting)

4. Members Council recommends to the Board of Directors that the Rules of the Board be updated as follows:

2.200 Board of Directors

2.200.010 The Board of Directors elects the following:

ASHRAE Hall of Fame	2 or more negative votes defeats
Honorary Member	2 or more negative votes defeats
F. Paul Anderson Award	2 or more negative votes defeats
Pioneers in the Industry	2 or more negative votes defeats
Fellow	4 or more negative votes defeats
Louise and Bill Holladay Distinguished Fellow Award	4 or more negative votes defeats
Andrew T. Boggs Service Award	4 or more negative votes defeats
ASHRAE Award for Distinguished Public Service	4 or more negative votes defeats

~~2.200.010.2 Society level awards as delineated in ROB 2.411.003.3 and 2.411.003.4.~~

2.200.010.3 Nominations submitted to the Board by a three-person BOD subcommittee appointed by the President.

2.200.010.3.1 Nominating committee, eight members and eight alternates (SBL 7.6)

2.200.010.3.2 Technology, Publishing and Education Councils

2.200.010.3.3 Standards Committee (SBL 7.9)

2.200.010.3.4 Research Administration Committee (SBL 7.7)

2.200.010.3.5 Technical Activities Committee (SBL 7.8)

2.200.010.3.6 Handbook Committee

2.200.010.4 Scholarship Trustees

2.200.010.5 ASHRAE Foundation Trustees

~~2.200.010.6 Other recipients of Society level awards~~

BACKGROUND: At the 2022 Annual Conference the BOD approved H&A’s motion that all awards be submitted to Members Council for approval (which originated from a request by the Board Operational Streamlining Subcommittee). The previous motion addressed updates to ROB section 2.411.003.5 A.

FISCAL IMPACT: None

Members Council vote: Passed (22-0-0, chair not voting)

5. Members Council recommends to the Board of Directors that the Handbook Online replace the Handbook pdf as one of the member benefit options.

Background: The four ASHRAE handbooks are the foundation of ASHRAE technical research and resources and are widely used across all aspects of the industries covered by ASHRAE. Since inception, printed Handbooks have often been available to new engineers from senior, long-standing ASHRAE members. The early usage and availability of these ASHRAE handbooks has instilled a mutual benefit and loyalty to the ASHRAE society.

The membership committee has received feedback that an increasing number of members prefer the online format for ease of access and document searchability. ASHRAE Handbook Online is a controllable format that ensures users are referencing only the current Handbooks and could fill the gap left with the lack of printed copies being available. While a first-year member would potentially get a “better” benefit, membership renewal is still required in order to maintain access

Fiscal Impact: \$40k – 50k of lost revenues from member subscriptions

Members Council vote: Passed (17-7-0, chair not voting)

Information Items:

1. Members Council approved the charter of nine new Student Branches: Region II (1), Region X (1), Region XI (1), Region-At-Large (6).
2. Members Council voted to add a new position to the CIQ for a TC Liaison to have access to run TC reports and to promote involvement in TCs from Chapter members.
3. The Council voted to reinstate an MP International Centralized Training, which had been put on hold for the past two Society Years. The fiscal implications have been sent to Craig Wright for inclusion in the draft SY 2023-24 budget.
4. Members Council approved reimbursement of transportation to attend the Plenary for the entrant (or one designated design team member from the award application) of the Technology Award of Engineering Excellence starting with the 2024 Technology Awards. Approximately \$1,500 to be reimbursed per ASHRAE’s Transportation Policy
5. The Council approved award recipients as recommended by H&A Committee
6. The new RP giving form was rolled out in January. This form will decrease the amount of staff time dedicated to processing gifts and is an improved experience for donors. The RP Committee wishes to recognize the staff who worked on this form and made is possible to roll it out: Thank you to David Reeds and Shawn Hall of ASHRAE IT and Candice Richards of ASHRAE Accounting for their hard work on this project.
7. Members Council approved uniting the UK – London and Southeast and the UK – Midlands Chapters into a single Chapter and named ASHRAE UK to cover and represent the United Kingdom.
8. The Council and its reporting Committees continue to make progress in streamlining their operations.

February 7, 2023

Date

Ginger Scoggins

Chair

REPORT TO THE BOARD OF DIRECTORS
From the Publishing & Education Council (PEC)
As of February 8, 2023

Recommendation for Board Approval:

1. MOTION: To include as a member benefit option the choice of a Certification Study Guide.

BACKGROUND: The current member benefit option for an eLearning course seems to have encouraged more course subscription purchases, and the goal would be to do the same for certification applications. The Study Guides' member price is \$56 each. Certification applications and recertification fees are \$395 and \$195 each, respectively. (The motion passed by unanimous voice vote (CNV) in the Fiscal Subcommittee and the PEC.)

FISCAL IMPACT: Possible \$10-15k loss in annual member sales would likely be more than offset by increased revenue from increased certification and recertification applications.

Information Item:

1. PEC is working to develop a plan and guidance for conducting industry roundtables at CRCs. The council plans to collaborate with the DRC Forum on this initiative, which is intended to gather feedback that will help inform the direction of our offerings in products and services. The first roundtables are expected to happen at the spring CRCs this year.

February 8, 2023
Date

Dunstan Macauley
Chair

REPORT TO THE BOARD OF DIRECTORS
From Technology Council
February 8, 2023
Atlanta Winter Meeting

Recommendations for Board Approval:

NOTE: The publication motions presented below are addenda that have unresolved objectors, negative project committee votes with reason, or a threat of legal action. These motions are preceded by formally voted recommendations from the project committees and Standards Committee. The rules do not require a vote from Technology Council. Appeals procedures now allow for consideration of an appeal of a BOD standards action or inaction only if the negative vote or unresolved comment is based solely upon procedural grounds. **A reminder to Board members – members are to review these motions for adherence to ASHRAE’s Procedures for Standards Actions (PASA) and ANSI Essential Requirements and not technical content. If the BOD disapproves a Standards Committee Document for publication, please detail reason(s) for the record.**

A summary of any unresolved commenters and/or negative project committee votes on these publication drafts is included in the analysis sheets that were distributed prior to the meeting.

By default, all Standards Committee Documents will be processed by our ANSI Audited Designator procedures unless otherwise indicated by the Board. In all cases, the fiscal impact for publication drafts is within existing budgets.

Consent motions 1 through 5 have unresolved commenters or negative project committee votes but no negative votes by Standards Committee. The reasons for the negative votes were technical in nature with no alleged process violations subject to appeal. Please refer to the analysis sheets for the full detail on the reasons for negative votes and/or unresolved commenters and a summary of Project Committee responses that were distributed prior to the meeting.

STANDARDS PUBLICATION MOTIONS

1. Standards Committee recommends that BSR/ASHRAE/IES Addendum *c* (*Title, Purpose, and Scope change*) to *ANSI/ASHRAE/IES Standard 90.2- High-Performance Energy Design of Residential Buildings*, be approved for publication.

StdC Vote: 22-0-1¹ CNV

2. Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum *v* (*Acoustics Clarification to Lmax and cSTC for interior background sound noises*) *ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, Standard for the Design of High-Performance Green Buildings Except Low-Rise Residential Buildings*, be approved for publication.

StdC Vote: 22-0-1² CNV

3. Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum *w* (*Air tightness changes for air leakage testing*) to *ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, Standard for the Design of High-Performance Green Buildings Except Low-Rise Residential Buildings*, be approved for publication.

¹ Jonathan Humble abstained because he is a member of the SSPC.

² Jonathan Humble abstained because he is a member of the SSPC.

StdC Vote: 22-0-1³ CNV

- Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum x (Occupancy Groups Changes) to ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, *Standard for the Design of High-Performance Green Buildings Except Low-Rise Residential Buildings*, be approved for publication.

StdC Vote: 22-0-1⁴ CNV

- Standards Committee recommends that BSR/ASHRAE Standard 228-202x, *Standard Method of Evaluating Zero Net Energy and Zero Net Carbon Building Performance*, be approved for publication.

StdC Vote: 23-0-0 CNV

Motion 6 addresses proposed revisions to ROB 2.420.001.1 Membership

- Technology Council recommends to the Board of Directors that ROB 2.420.001.1 REF-CPPC Membership, be revised as shown:

2.420.02 MEMBERSHIP

2.420.002.1 Composition) (91-01-24-63/99-01-28-80/99-06-24-36/00-02-10-64B/06-01-26-29)

The members of this committee are as follows

- ~~Twelve (12)~~ Fourteen (14) voting members, including a chair, and a vice chair,
- Non-voting members include a Board ex-officio member and Coordinating officer.
C.Non-voting members from liaison associations shall be assigned by the Society President as appropriate.
- D.Chairs of ASHRAE Committees shall be assigned as non-voting members as appropriate.

BACKGROUND: The REF-CPCC has had trouble staffing the new sub committees with chairs due to a limited pool of candidates. The Committee has multiple members representing international organizations as voting members as well as multiple international members. Some members representing international organizations have expressed concerns about chairing the subcommittees. The REF-CPCC committee believes having an expanded pool of candidates will make it easier to appoint subcommittee chairs and enable additional work to be completed by each subcommittee.

FISCAL IMPACT: Estimated \$2,000 for transportation reimbursement annually.

TECHC VOTE: 12-0-0, CNV

INFORMATION ITEMS:

- Proposed Standard 241, *Control of Infectious Aerosols* – The project committee membership was approved by SPLS and the TPS approved by PPIS, Standards Committee and Technology Council. Standards Committee had extensive discussions about the transition to a non-ANSI process and the pros and cons of the change. The Chair, Dr. Bahnfleth, was present and was able to explain the longer-term intent of the proposed document and the tight timeline. There were concerns about the use of a non-ANSI process, but Standards Committee acknowledged that there may be additional process changes to help our standards get to market quicker. It was also noted that the most recent changes to PASA and the supporting documents will greatly help in these efforts.

³ Jonathan Humble abstained because he is a member of the SSPC.

⁴ Jonathan Humble abstained because he is a member of the SSPC.

2. IECC Standards Process and Market Trends- ASHRAE's commercial committee representative has been actively participating and representing ASHRAE's position throughout the development and consideration of code change proposals by the IECC commercial consensus committee. As this process progresses the market shift towards above minimum building codes that include flexible measures for jurisdictions is becoming increasingly clear. Areas of interest continue to include renewable energy, decarbonization and a path to zero energy for jurisdictions that wish to meet their strategic goals. Timing of this document is still unclear as the I4C is currently behind schedule.
3. Technical Activities Committee approved formation of a new TG2.*Indoor Air Quality Monitoring Devices*.
4. Environmental Health Committee (EHC) sponsored a panel titled *Best Practices: Testing, Verifying, and Commissioning for Indoor Air Quality and Pathogen Mitigation*. EHC is planning to hold two public seminars on environmental health related topics and has reached out to CTTC with topic ideas.
5. Residential Building Committee has completed the Residential Issue Brief *Working from Home*. The issue brief was approved by the committee and will be posted on the RBC webpage.
6. Technology Council approved the reaffirmation of the ASHRAE position document (PD) on *Energy Efficiency in Buildings Environment*, until July 2024.

Respectfully Submitted,

Sarah Maston
Technology Council Chair

REPORT TO THE BOARD OF DIRECTORS
From the Executive Committee
As of February 8, 2023

Recommendations for Board Approval:

None.

Information Items:

1. The Executive Committee postponed the following motion until their February 27th meeting:

That the Executive Committee approve the formation of a new standing committee named Global Technical Interaction Committee reporting to Technology Council and recommend that the Board of Directors implement this by approving the proposed new Rules of the Board (as shown in ATTACHMENT A).

The motion was postponed to allow the Committee more time to review the proposed changes as well as better understand the fiscal impact. If approved, the motion would come before the BOD at the March 27th meeting.

2. The Executive Committee received an update on work to establish an MOU between Society and CONEFA (Brazil's Federal Council of Engineering and Agronomy). A final decision was not made but there was consensus that work on the proposed MOU should continue.


Mr. Constantinide and Mr. Littleton were assigned an action item to continue to work on the proposed MOU and work plan with CONEFA and provide ExCom with detailed financial benefits as part of the final proposal.

3. The Scholarship Trustees reported to ExCom that 34 students were selected to receive the Society's undergraduate scholarships for the 2023-24 academic year, totaling \$137,000.

4. ExCom received a report from the Joint Expo Policy Committee (JEPC). JEPC reported the following:

- List of future AHR Expo sites and dates (ATTACHMENT B)
- 401,000 sq. ft. of exhibitor space has been sold to date for the AHR Expo 2023 in Chicago
- List of future AHR Expo Mexico sites and dates (ATTACHMENT C)
- 71,300 sq. ft. of exhibitor space has been sold to date for the AHR Mexico 2023 in Mexico City, which is expected to be the largest show in the history of AHR Mexico.

February 8, 2023
Date


Chair

Report to the Board of Directors Executive Committee
From International Standards Interaction Task Force
January 24, 2023

Task Force Membership

Steven Bushby (Co-Chair)	Ashish Rakheja
Drake Erbe (Co-Chair)	Hesham Safwat
James Bennet	Kelly Seeger
Oswaldo Bueno	Chandra Sekhar
Jaap Hogeling	Oludare Soluade
Jonathan Humble	Henry Yeo
Dennis Knight	Stephanie Reiniche (ASHRAE Staff)
Farhan Mehboob	Ryan Shanley (ASHRAE Staff)
George Pantelidis	

RECOMMENDED ACTION

The Task Force unanimously recommends that the Board ExCom approve the formation of a new standing committee named Global Technical Interaction Committee reporting to Technology Council and recommend that the Board of Directors implement this by approving the following proposed new Rule of the Board:

2.XXX GLOBAL TECHNICAL INTERACTION COMMITTEE

2.xxx SCOPE AND PURPOSE

2.xxx.1 The Global Technical Interaction Committee shall be responsible for harnessing the technical resources of ASHRAE to impact international standards and maximize the global influence of ASHRAE standards, guidelines, and other technical work products on the practice of HVAC&R and the built environment.

This includes developing, implementing, and managing processes that enable information flow and coordination between chapters, technical committees, standard project committees, and international technical advisory groups.

2.xxx.2 The committee shall inform the ASHRAE leadership and membership of the potential impacts of the activities and make recommendations on new activities and policies in response.

2.xxx.02 MEMBERSHIP

2.xxx.02.1 Maximum of thirteen (13) voting members, including a chair and a vice chair.
2.xxx.01.1.1. Vice Chair of Standards Committee

2.xxx.01.1.2. Vice Chair of Technical Activities Committee

2.xxx.01.1.3. Representatives of ASHRAE U.S. Technical Advisory Groups for ISO committees that are administered by ASHRAE (currently there are four).

2.xxx.01.1.4. A minimum of three and maximum of six members at large representing the global community targeting areas outside North America in consultation with the Regional Chairs.

2.xxx.01.1.5. Non-voting members include a Board ex-officio member, a coordinating officer, a Government Affairs Committee liaison, and an ASHRAE Associate Society Alliance liaison.

2.xxx.02.2 Qualifications

2.xxx.01.2.1 The chair and vice chair shall hold the grade of Member or higher in the Society.

2.xxx.01.2.2. The majority of the voting members of the committee must be ASHRAE members of Associate Grade or higher.

2.xxx.01.2.3 At-large members should have experience in international standards, or their local country codes and standards.

2.xxx.02.3 Term of Service

The term of service shall be one year for the Vice Chair of Standards and the Technical Activities Committee and for other voting members four (4) years, subject to ROB 3.300 *Election and Appointment Procedures*.

2.xxx.03 OPERATION

2.xxx.03.1 The committee will think and act globally, planning and implementing activities promoting the ASHRAE standards within ISO, CEN and other international standards developing organizations.

2.xxx.03.2 The committee will promote international standards and technical products, create materials to highlight their development and engage members outside North America.

2.xxx.03.3 The committee will identify areas where ASHRAE should provide administrative support for ISO technical committees, sub committees, or working groups and support member participation in other standards activities outside the United States.

2.xxx.03.4 The committee will identify areas where ASHRAE should seek member engagement in the development of standards and technical products in other standards developing organizations outside the United States.

2.xxx.03.5 The committee will coordinate with the Government Affairs Committee, enabling them to inform policy makers about the relevance of existing and developing international standards.

2.xxx.03.6 The committee may wish to bring members of other societies and groups with needed expertise to meet with this committee. Transportation costs to bring members of other societies/groups with needed expertise to meet with this committee may be paid if approved by the chair of Technology Council.

2.xxxx.04 STRATEGIC PLAN

2.xxx.04.1 The committee shall develop procedures for recommending updates to the strategic plan as needed.

2.xxx.04.2 At a minimum the committee shall submit a report to Technology Council prior to the Annual Meeting that includes the status of each activity which supports the fulfillment of the committee's assignments under the strategic plan.

2.xxx.04.3 Prior to each Annual Meeting, the committee shall report to Technology Council all recommendations for changes to the strategic plan provided by the committee's constituents.

Future AHR Expo Sites & Dates

as of January 2022

Year	City	Dates	Chinese New Year
2022	Las Vegas	Jan. 31 - Feb. 2	Feb. 1
2023	Atlanta	Feb. 6-8	Jan. 22
2024	Chicago	Jan. 22-24	Feb. 10
2025	Orlando	Feb. 10-12	Jan. 29
2026	Las Vegas	Feb. 2-4	Feb. 17
2027	Chicago	Jan. 25-27	Feb. 6
2028	Orlando	Feb. 7-9	Jan. 26
2029	Las Vegas	tbd	Feb. 13
2030	Chicago	Jan. 28-30	Feb. 3
2031	Atlanta		Jan. 23
2032	Orlando	Feb. 2-4	Feb. 11
2033	Chicago		Jan. 31

AHR Expo - Mexico | Future Dates & Locations

Year	City	Center	Dates
2022	Guadalajara	Expo Guadalajara	Sept. 20-22
2023	Mexico City	Centro Citibanamex	Sept. 21-23
2025	Monterrey	Cintermex	Sept. 23-25
2027	Mexico City	Centro Citibanamex	Sept. 21-23

REPORT TO THE BOARD OF DIRECTORS
From the Society Rules Committee
As of February 8, 2023

RECOMMENDATIONS FOR BOARD APPROVAL:

1. MOTION: Society Rules Committee recommends to the Board of Directors that ROB Section 1.201.027.4 regarding the ASHRAE Travel Reimbursement Policy be revised as follows:

1.201.027.4 Conditions

A. Transportation

...

B. Documentation

1. Travel expense reimbursement claims must be made on the approved ASHRAE form and must bear the signature of the Society officer or chair authorizing the travel, if applicable.
2. All claims should be submitted to ASHRAE's comptroller within 30 days of the travel date. Claims submitted after 90 days will not be reimbursed.
3. Original receipts, or electronic copies of original receipts, or tickets, must be included with any travel reimbursement claim and must clearly show the amount claimed. With the advent of ticketless travel, a receipt from the travel agency or airline or a credit card statement will be acceptable.
4. Reimbursement will not be made when a member chooses to use personal Frequent Flyer Miles for transportation.
5. All claims shall be paid in USA or Canadian currency. The exchange rate will be determined at the time the claim is processed by ASHRAE.

6. Society issued credit card benefits are the property of the party to whom the card is issued.

BACKGROUND: SRC, at the direction of ExCom, was tasked to determine how the points associated with AmEx cards should be handled for ExCom Members.

After much discussion, ExCom decided it is allowable for the AmEx card points to be used by the respective senior officer and that this should be updated in the ASHRAE travel policy. The above represents edits to the travel policy to reflect ExCom's decision.

FISCAL IMPACT: None.

2. MOTION: Society Rules Committee recommends to the Board of Directors that the Board of Directors Reference Manual be approved as presented in **ATTACHMENT A**.

BACKGROUND: In an effort to make the Board of Directors MOP and Reference Manual consistent with all other committee and council documents, SRC reformatted and separated the Officers and Directors MOP in the Rules of the Board into a standalone MOP and a companion Reference Manual.

The action to remove the original MOP from the ROB was approved by the BOD at the February 2, 2022 BOD meeting. A revised MOP was approved by the Board at the June 29, 2022 BOD meeting.

Almost all prior information from the original document remains in an order that is parallel to the revised and approved Board MOP. Minor editing for clarity and removal of obsolete information was also done. The BOD has also been engaged regarding review of the draft document.

It should be noted that the Reference Manual similar to the BOD MOP should be considered a fluid document that will be reviewed and edited consistently based on the ever-changing work of the BOD.

FISCAL IMPACT: None

INFORMATION ITEMS:

1. In an effort to align with initiatives carried out by the DEI Subcommittee, ROB references to spouse and his/her were discussed. It should be noted that the BOD was also gauged to determine if there was a preference among the Directors.

After much discussion, the committee has agreed that all references to “spouse” in the ROB will be changed. Final changes will be proposed in the next several months.

As edits to this would be considered editorial, the committee will move forward with editing the ROB per the direction below:

ROB Section - 2.424.003.6 When editorial or minor changes are needed to the Rules of the Board, this committee is empowered to make such changes provided they are reported to the Board of Directors at the Annual Meeting. Minor changes generally include matters that do not directly change overall organizational structure, policies or fiscal matters. This committee may designate changes as minor only by unanimous consent. (08-01-20-14/10-03-04-07/15-07-01-20)

2. Changes to the ASHRAE Standard MOP Template were reviewed and approved.

During discussion of the MOP the committee noted that the companion document that accompanies the MOP appear redundant. As a result, the committee voted to remove the companion document and only the MOP template will be available.

Edits to the MOP template are considered routine and will be updated on the ASHRAE website shortly after the 2023 Winter Conference.

February 8, 2023

Date



Chair

Attachments:

- A. Draft BOD Reference Manual
 - I. Edited Version
 - II. Clean Version



Shaping Tomorrow's
Built Environment Today

REFERENCE MANUAL

BOARD OF DIRECTORS

Approved by the Society Rules Committee on TBD

Approved by the ASHRAE Board of Directors on TBD

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Reference Manual, Board of Directors

FOREWORD

This reference manual provides details of the positions and members of the board of directors and material to help them carry out their duties. It is a companion document to the Board of Directors Manual of Procedures.

DEFINITIONS

- Abbreviations
 - BOD Board of Directors of ASHRAE
 - CRC Chapters Regional Committee; Chapters Regional Conference
 - CO Coordinating Officer
 - DAL Director-at-Large
 - DRC Director and Regional Chair
 - ExCom Executive Committee (Officers of the Society)
 - ExO Ex Officio
 - PAOE Presidential Award of Excellence
 - PEAC President-Elect Advisory Committee
 - ROB Rules of the Board of Directors
 - RVC Regional Vice Chair
 - SBL Society Bylaw(s)
 - MC Members Council
 - PC Publishing and Education Council
 - TC Technology Council
- Where the term "Director" is used in this manual, it refers both to Directors-at-Large and to Directors and Regional Chairs.
- Where the term "Coordinating Officer" (CO) is used, it refers to the duties of an Officer who is assigned a coordinating function for one or more of the standing and special committees of the Society.
- Where the term "Board Ex officio" (ExO) is used, it refers to the duties of a Director who is assigned to serve on a standing or special committee and act as liaison to the Board.
- Where the term "staff" is used, it refers to the personnel employed by the Society to maintain the Society's headquarters operation.
- The Executive Committee (ExCom) consists of the elected Officers of the Society and the Secretary who is a non-voting member. During intervals between Board of Directors meetings, the Bylaws, authorize the Executive Committee to exercise administrative powers of the Board of Directors. Matters of policy determined by the Executive Committee between meetings of the Board of Directors shall be submitted for approval to the Board of Directors at its next meeting. (SBL 7.3)
- The Executive Vice President is appointed by the Board of Directors under an approved employment agreement, fixing salary, term of employment, and other conditions. The title "Executive Vice President" is honorific, does not constitute an elected office of the Society for any purpose. The Executive Vice President serves as Society Secretary and performs all duties normally associated with that office and those assigned by the Board of Directors or prescribed by the Bylaws. The Executive Vice President may take part in the deliberations of all committees except the Nominating Committee but shall not have a vote. (ROB 2.105.012) **Should the EVP not be able/capable to perform their duties the an interim EVP _shall assume the duties_ be appointed by ExCom.**
- The committees of the Society shall be the committees prescribed by the Society Bylaws. The Board of Directors may from time to time create other standing or special committees as it deems necessary to carry on the work of the Society and shall prescribe their powers and duties, and it may abolish any such committees. (SBL 7.1)
- Official stationery of the Society shall be used for official business of the Society. (ROB 2.101.006)
- An item "Executive Session" is included on the agenda of all regular meetings of the Board of Directors. During such a session only members of the Board of Directors and those individuals requested by the chair to stay shall be allowed to remain in the meeting room.

Reference Manual, Board of Directors

COUNCILS

- The Board of Directors approved the establishment of councils in 1980. Councils were established for the following purposes:
 - To implement Board policy and administer activities of the committees within the organizational structure of the councils.
 - To develop policies and long-range plans for the committees within the jurisdiction of the council.
 - To approve funding of programs recommended by the committees within the limitations of the council ROB 2.300.006 and monitor ongoing programs of the committees.
- There are three councils reporting to the Board of Directors. Each council has standing committees reporting to it and may also have special committees and subcommittees that report to it. Refer to Society Structure ([Appendix B](#) and ROB Volume 2) for lists of committees reporting to each council, quorum requirements, numbers of authorized meetings, and fiscal limits.
- Two Vice Presidents chair the Publishing & Education and Technology Councils, and the President-Elect chairs Members Council. The Treasurer is vice chair of Members Council; vice presidents are vice chairs of the other councils.
- For specific details related to council election procedures, operating procedures, etc., refer to *Election and Appointment Procedures* in ROB Volume 3.

ADMINISTRATIVE AND FISCAL YEAR

- Each new administrative year of the Society shall begin immediately upon the adjournment of the Annual Meeting. The Board of Directors, councils and committees shall all change over from the "old" to the "new" membership and leadership when the new Board convenes for the first time. (ROB 2.101.003.1)
- The fiscal year of the Society shall end on June 30 of each year. (SBL 10.1)

OBJECTIVE OF THE SOCIETY

- "The Society is organized and operated for the exclusive purpose of advancing the arts and sciences of heating, refrigeration, air-conditioning and ventilation, the allied arts and sciences, and related human factors for the benefit of the general public, as defined in the Certificate of Consolidation. To fulfill its role, the Society shall recognize the effect of its technology on the environment and natural resources to protect the welfare of posterity." (SBL 1.3)

OBJECTIVE OF DIRECTORS

- The objective of all Directors should be to contribute to the purposes of the Society in accordance with the responsibilities and authority of their positions.
- Directors are responsible for contributing to these purposes at the Society, regional and chapter levels.

REFERENCE DOCUMENTS

- The nominating committee provides each candidate for office with a summary list of time and expense obligations.
- Each candidate for the Board of Directors may expect to receive the following materials from the Secretary at least three months prior to taking office:
 - Certificate of Consolidation (on web site)
 - Bylaws (on web site)
 - Rules of the Board of Directors (includes Manual of Procedures for Officers and Directors)
 - Minutes of Board of Directors and Executive Committee meetings which were held during the year prior to the new Board member's term of office, and minutes for any additional period when the actions of such meetings have not been incorporated into the Rules of the Board.

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- Manual for Chapter Operations (on web site)
- Manual for Conducting Chapters Regional Conferences (on web site)
- Each Director nominee may expect to receive existing Rules of the Board (ROBs) and Manuals of Procedures for the Society committees and councils on which the Director will serve as well as minutes of the previous year's meetings of the council and of all committees to which the Director may be assigned as Ex Officio (ExO). (12-01-25-08)
- Upon assignment to a standing or special committee as Coordinating Officer (CO) or Ex officio (ExO), the Officer or Director may expect to receive the minutes of the previous year's meetings of the assigned council and committees.
- Prior to taking office, each Officer and Director should become thoroughly familiar with this manual, the Rules of the Board (ROBs) of the council(s) on which each Officer and Director serves, and the complete Rules of the Board.

1. BOARD AUTHORITY

- 1.1. The authority of the positions described herein is derived from the Certificate of Consolidation, the Bylaws of the Society, and the Rules of the Board of Directors.
- 1.2. The Certificate of Consolidation provides for worldwide operation of the Society with headquarters. The Board of Directors has established headquarters in [Peachtree Corners, Gwinnett County, GA](#) [Atlanta, DeKalb County, Georgia](#). The Certificate of Consolidation was executed at the merger of the two predecessor societies, ASHAE (formerly ASHVE) and ASRE, when both of their headquarters were in New York. The certificate states the purposes of the Society and imposes limitations and obligations on the Directors as referred to in appropriate portions of this manual. It allows the Society, through its Bylaws, to confer powers and authorities upon the Board of Directors in addition to the powers and authorities expressly conferred by the statutes of the State of New York and by the Certificate of Consolidation.
- 1.3. The Bylaws of the Society also impose limitations and obligations with reference to the Board of Directors in Article IV, to Officers in Article V, to Councils in Article VI, and to Committees in Article VII. The pertinent parts of these articles are referenced in this manual as required.
- 1.4. The Rules of the Board of Directors (ROB) implement the Society Bylaws (SBL) by defining policy and delegating authority. Some of these rules are referenced in this manual where pertinent.

2. BOARD MEMBER RESPONSIBILITIES

- 2.1. The Board of Directors shall have full and complete management and control of the activities and funds of the Society and may adopt such rules and regulations for the conduct of its meetings, the exercise of its powers, and the management of the affairs of the Society as it may deem proper, subject to the provisions of the laws of the State of New York, the Certificate of Consolidation and these Bylaws.
(SBL 4.4)
- 2.2. In this regard, Society Legal Counsel in a letter dated November 8, 1961, stated: "As you know, Officers and Directors of a corporation are trustees for the interests of the stockholders or members; as such, they are required to exercise that degree of care and prudence which would be exercised by the ordinarily prudent business person in connection with all the affairs of the corporation. They must also act in good faith. They cannot act on matters in which they have a self-interest contrary to the interest of the corporation. They represent the entire membership of the corporation as a whole, and cannot neglect or fail to perform their duties; otherwise they are personally liable for any damages or loss which occurs therefrom."
- 2.3. Since the Board of Directors is a deliberative assembly, the responsibility of each member is accomplished by considering and acting on motions of members and on communications presented to the assembly. This action takes the form of a declaration of policy or procedure, or an instruction to committees and staff, or a recommendation or delegation of authority to the President or Executive Committee. After a motion has been adopted by a majority vote of the Board of Directors, each member of the Board of Directors accepts the decision as the will of the majority and supports this point of view and the action taken to the best of the member's ability.

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- 2.4. Notice of any regular or special meeting of the Board of Directors shall be given in writing or by electronic communication to each director at least fifteen days before the meeting or transmitted orally at least forty-eight hours before the meeting.
(SBL 4.8)
- 2.5. Attendance is mandatory at regular meetings of the Board of Directors which are held at the time of the Winter and Annual Meetings of the Society and at special meetings called by the President. Each Director should arrive on time and stay until adjournment unless excused by the President for unusual circumstances.
- 2.6. Full participation in the work of the Board requires a substantial amount of preparation to read communications sent to Board members prior to meetings, preparation of reports on assigned subjects, and advance preparation of motions which the Director may wish to present at the meeting. Each Director is expected to participate in discussions and vote in accordance with the overall interests of the members in the furtherance of the purposes of the Society.
- 2.7. Each Director should also be prepared to incur substantial expenses not allowable for reimbursement by the Society. Each Director should establish a personal time and expense budget after consideration of the responsibilities detailed herein.
- 2.8. Members of the Board of Directors should accept their obligations with the intent of advancing the purposes of the Society. In so doing, they will receive many benefits to compensate them for their time and expense. They will increase their technical knowledge, help to improve the design of products and systems, increase their positions as leaders, develop worthwhile friendships, and improve their capabilities in their professional fields.
- 2.9. The Board of Directors ~~elects~~elects' recipients for the following:
 - ~~2.9.1. Honors and Awards Recommendations (ROB 2.200.010 is the enabling rule)~~
 - ~~2.9.1.1. ASHRAE Hall of Fame: 2 or more negative votes defeats~~
 - ~~2.9.1.2. Honorary Member: 2 or more negative votes defeats~~
 - ~~2.9.1.3. F. Paul Anderson Award 2 or more negative votes defeats~~
 - ~~2.9.1.4. Pioneers in the Industry 2 or more negative votes defeats~~
 - ~~2.9.1.5. Fellow 4 or more negative votes defeats~~
 - ~~2.9.1.6. Louise and Bill Holladay Distinguished Fellow Award 4 or more negative votes defeats~~
 - ~~2.9.1.7. Andrew T. Boggs Service Award 4 or more negative votes defeats~~
 - ~~2.9.1.8. ASHRAE Award for Distinguished Public Service 4 or more negative votes defeats~~
 - ~~2.9.2. Other recipients of Society-level awards.~~
 - ~~2.9.3. 2.9.1. Eight members and eight alternates to serve on the Nominating Committee of the Society (SBL 7.6). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.~~
 - ~~2.9.4. 2.9.2. Members of the following councils: Technology and Publishing and Education. Nominations are submitted to the Board by a four-person BOD subcommittee appointed by the President.~~
 - ~~2.9.5. 2.9.3. Members of the Standards Committee (SBL 7.9). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.~~
 - ~~2.9.6. 2.9.4. Members of the Research Administration Committee (SBL 7.7). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.~~
 - ~~2.9.7. 2.9.5. Members of the Technical Activities Committee (SBL 7.8). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.~~
 - ~~2.9.8. 2.9.6. Members of the Handbook Committee (volume subcommittee). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.~~
 - ~~2.9.9. 2.9.7. Scholarship Trustees.~~
 - ~~2.9.10. 2.9.8. ASHRAE Foundation Trustees.~~
 - ~~2.9.11. 2.9.9. The timetable for nomination and election of members to councils and committees is in ROB 3.300, *Election and Appointment Procedures*.~~
- 2.10. All fees and annual dues shall be fixed and payable as determined by the Board of Directors. (SBL 2.18 and ROB 3.200, *Dues, Fees, Privileges*)

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- 2.11. The expenditure of the Society's funds is governed by the budget as approved, modified, or amended by the Board of Directors, and no additional expenditures shall be made without the approval of the Board of Directors. (SBL 5.9)
- 2.12. The Board of Directors approves the selection of a certified public accountant who audits the accounts of the Society after the close of the fiscal year. (SBL 11.3)
- 2.13. The Board of Directors may, by a two-thirds vote, remove a member of any committee. (SBL 7.11)
- 2.14. A proposal to amend the Bylaws of the Society must be approved by two-thirds of the members of the Board of Directors or by 300 voting members of the Society, of which no more than 150 of such voting members shall be from any one region, prior to vote by members of the Society. (SBL 12.1)

- 2.15. The Board of Directors may refer to the Society any important question to be decided by a majority of votes cast at a regular or special meeting of the Society. Such a referendum shall be used by the Board to advise it regarding any proposed action to take within its power. The Board of Directors shall not submit a referendum to the membership that is frivolous or would result in a violation of the law, the Certificate of Consolidation, these Bylaws or any fiduciary responsibility of the Society.
 - 2.15.1. The Board of Directors may initiate such a referendum at its own discretion or when requested through a valid membership petition. A valid petition must be signed by not less than 300 voting members, of which not more than 150 of such voting members shall be from any one region. Such petition shall not be valid until the Secretary has certified the signatures of the petitioners.
 - 2.15.2. The Board must act on this petition no later than its first meeting once 60 days has elapsed from the time the Secretary has certified the petition as valid.
 - 2.15.3. The Board of Directors may clarify the question raised by the petition to make it suitable for a vote of the membership.
 - 2.15.4. The Board of Directors must submit to the membership a suitable question raised by a petition.
 - 2.15.5. The Board of Directors is required to include a summary of the information in the petition, as well as any position it has taken, along with the question. (SBL 4.6)
- 2.16. The Board of Directors may, by a two-thirds vote of all the members thereof, censure, suspend or expel any member if, in the opinion of the Board of Directors, the member is guilty of abuse or misuse of the privileges of the Society membership or of action prejudicial to the best interest of the Society. (SBL 2.21)
- 2.17. The current edition of *ASHRAE Rules of Order* is observed for the orderly transaction of business at the meetings. This procedure generally requires the placing a motion, seconding it, and discussion followed by a vote. The degree of formality for the conduct of such meetings will be determined by the presiding officer.

3. PRESIDENT RESPONSIBILITIES

- 3.1. The President is chair of the Board of Directors, chair of the Executive Committee, and Chief Executive Officer.
 - 3.1.1. The President is responsible for presiding at all meetings of the Society
 - ~~3.1.2. for directing the staff~~
 - ~~3.1.3.~~3.1.2. for designating council membership from the Board of Directors and the Chairs thereof
 - ~~3.1.4.~~3.1.3. for designating committees and the Chairs thereof, with the approval of the Board of Directors, except for the following who are selected or elected in accordance with Society Bylaws and the Rules of the Board. (see section 2.9 of this document)
 - ~~3.1.4.1.~~3.1.3.1. Nominating
 - ~~3.1.4.2.~~3.1.3.2. Standards
 - ~~3.1.4.3.~~3.1.3.3. Research Administration
 - ~~3.1.4.4.~~3.1.3.4. Technical Activities
 - ~~3.1.4.5.~~3.1.3.5. Handbook Committees
 - ~~3.1.4.6.~~3.1.3.6. elected members of the Technology and Publishing & Education Councils
 - 3.1.5-3.1.4. The President directs the work of councils and committees with the assistance of the other officers.

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~~3.1.6~~-3.1.5. The President may also appoint any person or persons to serve in a consulting capacity to any standing or special committee except the Nominating Committee (SBL 7.2 and ROB).

- 3.2. The President should take great care in utilizing Directors and Regional Chairs in making subcommittee assignments in view of the great workload they already have. When making such subcommittee appointments to the Board of Directors, the President should utilize, whenever possible, past DRCs as well as current DRCs and Directors-at-Large. (75-06-21-24)
- 3.3. The President's duties as an officer and chair of the Board of Directors include those described in other sections of this document, as well as those outlined in the following paragraphs.
- 3.4. A detailed insight into the activities and commitments of the President is given in the following paragraphs.
 - 3.4.1. Regional Conferences are highlights of the presidential year. Conduct of the President should be such that the occasion will be memorable to the host chapter and delegates as well.
 - 3.4.2. At Society meetings, the time of the President and President-Elect will be well occupied with Board and committee meetings and other official functions. Executive Committee and Board meetings take precedence, but meetings of committees coordinated by the two officers should be attended, if not in conflict. Social functions should be attended, and officers and their spouses should "circulate" at receptions.
 - 3.4.3. The President is installed in office at the President's Luncheon during the Annual Meeting.
 - 3.4.4. The President is the principal speaker at the Presidential Luncheon at the Winter Meeting and is the Plenary speaker at the Annual Meeting at the end of the term. (92-07-02-32E)
 - 3.4.4.1. These talks may be in the form of a report to the membership, or they may express policy on a subject of major interest to the Society or the industry. These talks are published in the Journal. The President also is expected to prepare several talks and speeches during the year as President.
 - 3.4.5. At Society Meetings, the President is furnished a suite at the meeting hotel. This should be considered a courtesy to the Society rather than to the President, who may use the facilities for small meetings, receptions for honored guests or other functions which seem appropriate.
 - 3.4.6. Leadership Transfer Guidelines
 - 3.4.6.1. Decisions for all events not specified by ROB's up to the official closing should be made by the outgoing President.
 - 3.4.6.2. Titles used, whether written or spoken, shall either be the "outgoing" titles or shall be prefaced by "incoming" when it seems more appropriate to refer to the new position.
 - 3.4.6.3. All installation statements shall include the clause "effective at the close of this Annual Meeting."
 - 3.4.6.4. "Official closing" of the meeting shall be clearly specified so as to occur at the first meeting of the incoming (new) Board of Directors.
 - 3.4.6.5. Titles used shall change after "closing."
 - 3.4.6.6. "Control" shall switch to incoming officers at the "official closing."
 - 3.4.6.7. The presidential suite should be officially under the control of the outgoing President until departing from the hotel, but with a clear understanding that the incoming President may schedule special meetings and new Executive Committee events in the suite if chosen. Such events/meetings should, however, be coordinated with the outgoing President.
 - 3.4.6.8. Decisions for all events not specified by ROB's up to the official closing should be made by the outgoing President, including Presidential speeches, but courtesy dictates that it be a joint decision.
 - 3.4.6.9. At the official installation, the President and President-Elect should exchange pins; ribbons (of office) should be exchanged at the official closing of the meeting.
 - 3.4.6.10. Although regional meeting attendance is shared among the President, the President-Elect and the Treasurer, the travel schedule is heavy. Each of these officers will expect to travel to two Society meetings, two Executive Committee meetings, and approximately four Chapters Regional Conferences. Other travel requests may include chapter charter meetings and meetings of other organizations. Such attendance, while not mandatory, may be in the best interest of the Society; some requests can be covered by staff. (91-06-23-25)
 - 3.4.7. The principal obligation upon high office in the Society is the free giving of time.

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- 3.4.8. At meetings, the duties of the President are clear: The President chairs certain meetings and attends certain functions. Between meetings, there is a steady flow of correspondence. DRCs and DALs send copies to the President of their many communications.
- 3.4.9. The President shall delegate some of the administrative work to the President-Elect in an amount sufficient to acquaint the President-Elect with the administrative procedure. The President shall also include the President-Elect in certain more important meetings with staff. (67-02-02-21)
- 3.4.10. While the day-to-day operations of the Society are staff responsibilities, the President represents the membership, and the President's experience and counsel should be used wherever indicated. Frequent communication to and from staff will keep policy matters straight and avoid misunderstanding.
- 3.4.11. All correspondence should be handled as promptly and systematically as possible. Due to the heavy load of correspondence, the President (and President-Elect) should have secretarial services available in the amounts required to handle these requirements. Some correspondence is handled by headquarters staff, but most must be handled from the home office of the President (or President-Elect).
- 3.4.12. At the end of the Presidential year the President becomes a Presidential Member.
- 3.4.13. Policies governing reimbursement of expenses are in *Travel Reimbursement Policy* (ROB Volume 1).

4. PRESIDENT-ELECT RESPONSIBILITIES

- 4.1.1. If the President dies, resigns, or is removed from office, the President-Elect shall immediately become President and shall serve for the remainder of the term of the immediate predecessor. If the time served is less than six months, shall also serve as President for the next Society year. (SBL 5.4)
- 4.1.2. The President-Elect is an officer, a member of the Executive Committee, and a member of the Board of Directors, and the duties include those heretofore described in other sections of this document, as well as those outlined in the following paragraphs.
- 4.1.3. The President-Elect serves as chair of the Members Council.
- 4.1.4. The President-Elect is expected to prepare any changes planned for the Presidential Award of Excellence (PAOE).
- 4.1.5. The President-Elect may expect to be included in certain important meetings between the President and staff.
- 4.1.6. Actual preparation of the slate of committee appointments must be made during the term as President-Elect so that they are available at the beginning of the presidential year.
- 4.1.7. The incoming President will prepare an address (which is given at the President's Luncheon), outlining plans for the year and listing the subjects to be emphasized during the term. (92-07-02-32E)

5. OFFICER RESPONSIBILITIES

- 5.1. All officers of the Society shall perform the duties customarily attached to their respective offices under the laws of the State of New York, and such other duties and services incident to their respective offices as are delegated to them in Article V of the Bylaws and may from time to time be assigned to them by the Board of Directors. Some of these duties are described in the following paragraphs and articles.
- 5.2. Each officer also serves as a member of the Board of Directors, as described in Section 2 of this manual.
- 5.3. Each officer also serves as a member of the Executive Committee.
 - 5.3.1. The operation of the Executive Committee is described in Section 9, Executive Committee, of this manual.
- 5.4. Each of the President-Elect, Treasurer and the four Vice Presidents serves as chair or vice chair of a council.
 - 5.4.1. Council operations are described in Section 11 of this manual.
- 5.5. Within the limits of their professional and personal obligations, spouses of officers are encouraged to participate in the following events:
 - 5.5.1. The spouse of the President of the Society:
 - 5.5.1.1. All domestic and international business trips
 - 5.5.1.2. Executive Committee meetings, if requested
 - 5.5.1.3. ASHRAE Winter Meeting
 - 5.5.1.4. ASHRAE Annual Meeting
 - 5.5.2. Spouses of officers other than the President:

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- 5.5.2.1. Executive Committee meetings, if requested
 - 5.5.2.2. ASHRAE Winter Meeting
 - 5.5.2.3. ASHRAE Annual Meeting
 - 5.5.2.4. Assigned Chapters Regional Conferences (CRCs)
 - 5.5.2.5. Meetings where the officer substitutes for the President
- 5.5.3. Spousal participation may include the following:
- 5.5.3.1. Attend general business sessions as well as special sessions presented especially for spouses
 - 5.5.3.2. Attend social functions to which spouses are invited
 - 5.5.3.3. Attend tours arranged for companions
- 5.6. The word "spouse" as used in the Reference Manual and Manual of Procedures for Officers and Directors shall be a marital partner or other companion in a committed relationship. (02-06-23-10/09-06-21-06)
- 5.7. Guidelines for reimbursement of travel expenses for officers and spouses are in ROB Volume 1, Travel Reimbursement Policy.

6. DIRECTOR COMMON RESPONSIBILITIES

- 6.1. Directors may be assigned as ex officio members to all standing committees except the Nominating Committee and committees reporting directly to the Board (ROB 2.200.002.4).
- 6.1.1. A Director may expect to be appointed as a Board Ex Officio (BOD ExO) of one or more committees, as a voting member of one council, and as a member of one or more BOD subcommittees.
 - 6.1.2. For each committee to which a Director is appointed as Board Ex Officio, the Coordinating Officer shall be informed of any deliberations or resolutions of the committee which may affect the general policies of the Society. Attending committee meetings is mandatory for Ex-O's so they will be aware of items that may affect a general policy and need to inform the CO so that they may bring it up to the board EXCOM.
- 6.2. The Board Ex Officio shall serve the assigned committees in an advisory capacity and shall provide liaison with the Board of Directors, the councils, and other committees.
- 6.2.1. The Board Ex Officio shall assist the committee in preparing its recommendations to the council and the Board and present any motions to the council which are recommended by the committee.
 - 6.2.2. In turn, the Board Ex Officio shall interpret actions of the council and Board to the committee. At committee meetings the Board Ex Officio does not count toward a quorum and is nonvoting.
- 6.3. The Board Ex Officio may request a committee chair to attend the Board meetings when the council chair or the Board Ex Officio presents the report (or part of the report) of the council. This practice is encouraged only in such instances where a direct exchange of information between the committee chair and the Board may be significant.
- 6.4. The Board Ex Officio shall provide support to assigned committees as follows: (82-01-24-03)
- 6.4.1. Communication and interpretation of presidential goals.
 - 6.4.2. Guidance in fiscal planning.
 - 6.4.3. Assistance in preparation of annual objectives.
 - 6.4.4. Monitoring of progress toward completion of annual objectives.
 - 6.4.5. Assistance in developing action plans to achieve Strategic Plan objectives.
 - 6.4.6. Monitoring of progress toward completion of Strategic Plan objectives.
 - 6.4.7. Ongoing review of the committee's Rules of the Board (ROB) and Manual of Procedures (MOP). (92-06-28-5B)
- 6.5. The Board Ex Officio shall assess the committee's scope, operation, and personnel and suggest changes in an annual report to the BOD and responsible Council.
- 6.6. The Board Ex Officio shall attend all meetings of assigned committees and councils with the following exceptions: (12-01-25-14)
- 6.6.1. In cases of conflict with BOD meeting, the BOD meeting shall take absolute precedence.
 - 6.6.2. In cases of conflict between appointed committees, approximately equal amounts of time should be devoted to each committee in question.
- 6.7. The mechanism for appointment of an ad hoc alternate Board ExO by the Board of Directors is as follows: (83-06-29-19/94-06-26-04)

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6.7.1. As soon as it becomes certain a Board ExO cannot attend a specific meeting(s) of the Board, the Director shall select a member (voting or non-voting) of the Council(s) having jurisdiction over the committee(s) on which the Director serves as Board ExO and shall make arrangements for the person to attend that meeting of the BOD as an ad hoc alternate Director, with voice but without vote.

6.7.1.1. In the case which the alternate Director is to represent a Director who serves on two councils, the choice of the council from which the alternate Director is chosen should be based on the importance and magnitude of the committee's reports to the BOD.

6.7.1.2. The alternate Director may participate in the discussions of the BOD but may not place motions on the floor or vote.

6.7.1.3. The order of preference for selection of the ad hoc alternate Director should be:

6.7.1.3.1. Current chair of one of the Society standing committees of the council, giving due consideration to the Importance and magnitude of the committee's reports to the Board.

6.7.1.3.2. Past member of one of the Society standing committees of the council, who is currently serving as an Elected member of the council representing that committee.

6.7.1.3.3. Former member of the Board of Directors who is currently serving as an elected member of the council.

6.7.1.3.4. The ad hoc alternate Director selected should be urged to also attend any meetings of the committee(s) immediately preceding the meeting of the BOD even if the Director will also be present at those committee meetings.

6.7.2. If time permits, the staff should provide the alternate Director with all essential material. The elected Director should brief the alternate Director.

6.8. Expense reimbursement

6.8.1. Board of Directors - Transportation and other travel expenses not exceeding the approved maximum daily expense rate may be reimbursed for a maximum of seven days for attending Board meetings when requested. A copy of the *Travel Reimbursement Policy* is in ROB Volume 1.

6.8.2. Directors attend their own CRC and others as may be assigned by the President, with [transportation travel](#) reimbursement.

7. DIRECTOR-AT-LARGE (DAL) ADDITIONAL RESPONSIBILITIES

7.1.1. The Director-at-Large is expected to attend and participate in the CRC of the region of residence and others as may be assigned by the President (79-06-24-15). For the CRC in the region in which the DAL resides, when requested, the Director-at-Large shall work with the Regional Chair to present at that CRC information pertinent to the DAL's assigned committees or to the Society generally.

7.1.2. If an assigned Officer is prevented from attending a CRC, the Director-at-Large may be delegated to represent that Officer. The DAL shall then work with that Officer and the Regional Chair to develop appropriate program material and other participation.

8. DIRECTOR AND REGIONAL CHAIR (DRC) ADDITIONAL RESPONSIBILITIES

8.1. A Director and Regional Chair (DRC) directs the operations for the region. This includes detailing objectives and giving assistance to the Regional Vice Chairs, to the chapters in the region, and to potential new chapters being formed. The DRC also represents the interests of the region in all matters of Society importance.

8.2. The primary responsibility of the individual in the dual position of Director and Regional Chair is to represent the Society. Responsibility to the region is necessarily supplementary and secondary in accordance with the general corporation law and membership corporation law of the State of New York.

8.2.1. This primary responsibility does not relieve the Director and Regional Chair from the obligation to present the viewpoint of chapters in the region. Indeed, the DRC is uniquely qualified to recognize their needs and to present their viewpoints. When the interests of members as a whole are under consideration, however, the DRC should, after considering the viewpoints of members in other regions, be prepared to act in the interest of the membership as a whole.

8.3. The DRC is responsible for the Orientation Session at a Chapters Regional Conference (see CRC Manual). (91-06-23-25)

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- 8.4. Each Director and Regional Chair shall appoint a Regional Historian to coordinate historical activities on a regional basis. The DRC is responsible for assisting in providing objectives and monitoring the operations of chapters in the region. The DRC is also responsible for assuring that the chapters adhere to the requirements of the Society Bylaws and Rules of the Board of Directors and that their operations are carried on in an effective manner, to advance the purposes of the Society. To do this, the DRC should establish and maintain effective communications with the chapters in the region.
- 8.5. The Director and Regional Chair should enlist the aid of the regional officers to represent the DRC on some chapter visits, taking into account the chapter's needs and the specialty of the Regional Vice Chair. However, the DRC should visit each chapter personally not less than once every two years, and desirably each chapter each year in order to maximize effective communication. The Director and Regional Chair may also invite a regional officer to accompany the DRC on chapter visits when needed.
 - 8.5.1. When a regional officer makes an official visit to a chapter on behalf of the DRC, a short report on the visit should be requested by the Director and Regional Chair.
 - 8.5.2. A visiting schedule by the DRC and/or the regional officers to each chapter in the region should be established early in the fiscal year (preferably at the Society Annual Meeting). At the same time the DRC should establish regional objectives and programs for the coming year. This will assist all those concerned in identifying the strengths and weaknesses within the region. (03-07-02-12)
- 8.6. It is the Director and Regional Chair's responsibility to explore the need for new chapters in the region, interest and assist members in forming such chapters, and secure the necessary approvals through the Members Council.
- 8.7. The DRC needs to be familiar with section 19, Regions and Chapters for information regarding their responsibilities.
 - 8.7.1. Regional meetings and conferences outlined in section 19.1.
 - 8.7.2. Chapter bylaws are reviewed and updated every 5 years – see section 19.2.2 below. When changes to a chapter's bylaws are needed, the DRC works with the chapter leadership following the guidelines in 18.5, procedures for chapter bylaws updating.
- 8.8. The DRC shall use the Society President's announcement on the PAOE as a guide. The DRC shall monitor each chapter's progress throughout the year to help each chapter receive the PAOE. Additionally, it is the responsibility of the DRC to make the chapters aware of the requirements for regional awards and urge them to strive for those awards.
- 8.9. The Director and Regional Chair shall emphasize to the chapters the necessity of student membership and chapter relationships with local educational institutions to interest students in professional careers within the Society's sphere of interest, and in the Society.
 - 8.9.1. This is accomplished easiest when a student branch exists. The DRC should therefore give particular care to the student branches in the region, recognizing that students have little knowledge of the Society. They should be encouraged to continue their Society membership as they make their way into our industry.
 - 8.9.2. It is the function of the Director and Regional Chair to encourage participation of chapter members in Society committees, including Technical Committees, Task Groups and Technical Resource Groups.
- 8.10. Communications are vital; they are discussed in Section 15.2, Assistance to Chapters. The Director and Regional Chair should insist that chapters reply promptly to communications which require response and should give chapters a deadline for responding. An up-to-date Chapter Information Questionnaire helps in directing the correspondence to the right member. It also lists a telephone number if personal contact is required.
- 8.11. Near the end of the Director and Regional Chair's term of office, when a successor has been nominated, the DRC should inform this person of current chapter and regional activities with the objective of providing an orderly transition. On completion of term of office, appropriate files should be transmitted to the successor.
- 8.12. Additional Annual Personal Time and Expense Requirements - Directors and Regional Chairs.
 - 8.12.1. This office is one of the most vital in the Society, and the most demanding of personal time and expense of all Director positions.

Reference Manual, Board of Directors

- 8.13. Regional Dinners (optional) - At each Society Meeting (Winter and Annual) the Director and Regional Chair is encouraged to arrange a time and place for a Regional Dinner for the ASHRAE members within the region. It has been the practice in recent years to hold these dinners on the Monday evening. (The DRCs are ideal organizers for this event.)

9. EXECUTIVE COMMITTEE RESPONSIBILITIES

9.1. GENERAL

9.1.1. The Executive Committee shall consist of the President who shall be its Chair, the President-Elect, the Treasurer, the Vice Presidents, and the Secretary, who is a non-voting member. It shall meet at the call of the President or upon request of any two members of its members. (SBL 7.3)

9.1.2. It shall investigate and make reports and recommendations to the Board of Directors regarding matters relating to the Society or members thereof. During intervals between Board of Directors meetings, the Executive Committee shall exercise administrative powers of the Board of Directors. Matters of policy determined by the Executive Committee between meetings of the Board of Directors shall be submitted for approval to the Board of Directors at its next meeting. (SBL 7.3)

9.2. MEETINGS

9.2.1. Regular meetings of the Executive Committee are held at the time of the Winter and Annual Meetings, generally prior to and immediately after other scheduled meetings. Special meetings are generally held not less than twice a year during periods between Society meetings.

9.3. SUBCOMMITTEES

9.3.1. To sustain the ASHRAE/CIBSE relationship, a subcommittee of the Executive Committee shall be formed consisting of the President and the Chief Staff Officer (ROB 2.106.001.6)

10. VICE PRESIDENT RESPONSIBILITIES

10.1.1. A Vice President is an officer, a member of the Executive Committee, a member of the Board of Directors, and the duties include those heretofore described in other sections of this document, as well as those outlined in the following

10.1.2. Each Vice President may expect to be appointed by the President to one or more special presidential committees established to develop information for a specific response or policy for the Society. The Vice Presidents may also be appointed to represent the Society at meetings of other organizations.

10.1.3. The Vice Presidents will be expected to assist the President and the President-Elect in the selection of nominees for committee assignments and to provide evaluation comments on committee performance.

11. COUNCIL CHAIR (COORDINATING OFFICER) RESPONSIBILITIES

11.1.1. The council chair or CO shall be available to the committee for advice and assistance and shall report any problems to the President or the Executive Committee. (77-06-26-07/78-02-01-15/87-06-28-19)

11.1.2. The council chair or CO should annually review the budget, the four-year plan and the objectives of each committee and make recommendations to the President-Elect concerning size limitations, fiscal concerns and activities of the committees. The purpose of such reviews is to optimize committee size and effectiveness and assure that each committee of the Society is useful and functioning in the manner described by the Rules of the Board.

11.1.3. The council chair or CO shall receive copies of the minutes of all meetings and all pertinent correspondence to and from the Chairs of all committees assigned to that council chair or CO.

11.1.4. It is desirable, where possible, for the council chair or CO to attend at least a portion of each assigned committee meeting. This will allow the entire committee membership to meet and have an opportunity to converse with the council chair or CO. (91-06-23-25)

11.1.5. Specific coordinating committee assignments will be made by the President with the approval of the Board of Directors (ROB 2.200.002). Typical assignments are shown in the Society structure chart. (Appendix B)

12. TREASURER RESPONSIBILITIES

- 12.1.1. The Treasurer is an officer, a member of the Executive Committee, a member of the Board of Directors, and the duties include those heretofore described in other sections of this document, as well as those outlined in the following paragraphs.
- 12.1.2. The Treasurer shall invest the funds of the Society in accordance with the decisions of the Investment Committee. The Investment Committee will operate according to the current Rules of the Board. (ROB Volume 2, Finance Committee)

13. IMMEDIATE PAST PRESIDENT

- 13.1.

14. PRESIDENTIAL REPRESENTATIVES

- 14.1. The Operating Procedure for Presidential Representatives dated 6/22/74 is adopted. (74-06-23-20/91-06-23-13)
 - 14.1.1. Authorization: By appointment of the President at the Executive Committee Meeting of June 21, 1974, a special class of Presidential Representatives was established. They will be designated Presidential Representatives, and they will speak on behalf of the President.
 - 14.1.2. Assignments: Normally the assignments given to Presidential Representatives will be as liaison members to other organizations, especially when decisions on policy matters are expected. Other assignments, however, would be as guests at meetings of other organizations, or as a speaker or participant at conferences.
 - 14.1.3. Authority and Responsibility: When the assignment is given to the Presidential Representative, the president shall define the scope of authority and the purpose of the assignment. If it is expected that the Presidential Representative is to vote or speak on behalf of ASHRAE regarding policies that have not been specifically determined by ASHRAE, the Executive Committee shall provide direction on the position to take.
 - 14.1.4. Report: Following each assignment, the Presidential Representative shall make a written report to the president.
 - 14.1.5. Term of Appointment: The term of the Presidential Representative shall coincide with the term of the appointing president.
 - 14.1.6. Eligibility: Any Member in good standing may be appointed as a Presidential Representative; however, it is preferable to appoint someone with stature and experience commensurate with the assignment. The president shall consider, therefore, Presidential Members, officers, present or past Directors, Fellows, or outstanding authorities in an appropriate field.

15. AMBASSADORS

- 15.1. The Board of Directors approved the Operating Procedure for ASHRAE Ambassadors as recommended by the Executive Committee at their meeting May 1-2, 1976, as follows: (76-06-27-02/91-06-23-16)
 - 15.1.1. Purpose: To represent ASHRAE by promoting goodwill and improving relations between ASHRAE and the various international organizations with similar objectives and interests.
 - 15.1.2. Authorization: By appointment of the President at the Board of Directors Meeting of June 27, 1974, a special representative was established. The President later named the special representative "ASHRAE Ambassador."
 - 15.1.3. Procedure for Appointment: Whenever the Society learns that a member will be traveling to international countries without ASHRAE chapters, they may be invited by staff on behalf of the President to act as an Ambassador within the conditions of this operating procedure.

Reference Manual, Board of Directors

15.1.4. Authority and Responsibility: When the appointment is given to the Ambassador, the President or staff shall define the scope of authority and the purpose to be fulfilled. The President, through staff, shall present the Ambassador with a letter of introduction, or credentials, suitable for presentation to the international organizations to be visited. Further, the Ambassador shall be provided with a kit concerning the formation of chapters. This kit would be left with the group visited by the Ambassador. The Ambassador will not vote or speak on behalf of ASHRAE regarding policies unless authorized by the President.

(91-06-23-17)

15.1.5. Report: Following each assignment, the Ambassador will make a written report to the President.

15.1.6. Term of Appointment: The term of the Ambassador will coincide with the term of the specific trip involved.

16. **PERMANENT BOARD SUB-COMMITTEES (TYPICAL)**

16.1. **Diversity, Equity, and Inclusion (DEI) Subcommittee**

17. **REPRESENTATIVES NOMINATED BY TECHNICAL COMMITTEES**

17.1. Appointments to represent the Society in a specific research area shall be made by the chair of the Research Administration Committee, and those to represent a specific technical area (except standards) shall be made by the chair of the Technical Activities Committee, with the advice of the TC, TG or TRG or panels at interest, with the advice of the Director of Technology and with the approval of the Coordinating Officer. (ROB 2.421.003.3)

17.2. Individuals appointed to represent the Society in a specific standards area and/or codes area shall be made by the chair of the Standards Committee, with the advice of the cognizant Standards Project Committee or the chair of the Code Interaction Subcommittee and the Manager of Standards and approved by the Coordinating Officer. (91-06-23-15/09-10-24-05)

17.3. Instructions for their voting shall be given to them by their committee with the proviso that, if there is a new activity, this will first be reported to the Board for its consideration so that the Board will not be giving blanket delegation of authority, but will have approved in advance the character, scope and general contents of this activity. Thereafter, it will be the duty of the committee involved to instruct the intersociety representative as to how to vote to accomplish this. (91-06-23-15)

17.4. The Board ex officio member shall be responsible for referring to the Board of Directors actions taken by the intersociety representatives. (62-06-27-07) (See also RAC, TAC and Standards Committee ROBs.)

18. **GENERAL INFORMATION**

18.1. **ASHRAE REGIONAL BOUNDARIES AND CHAPTER LOCATIONS**

18.1.1. Current map and list of chapters can be located at www.ashrae.org.

18.1.2. The organizational structure can be found at www.ashrae.org.

18.1.3. A current listing of the Memoranda of Understanding (MOU) can be found at www.ashrae.org.

18.2. **CORPORATION LAW**

18.2.1. As trustees representing the interests of the members of the Society, Officers and Directors must exercise that degree of care and prudence which would be exercised by the ordinarily prudent businessman in connection with the affairs of the corporation.

18.2.2. Officers and Directors must act in good faith and cannot act on matters in which they have a self-interest contrary to the interest of the corporation.

18.2.3. Officers and Directors are liable personally for any damage or loss which occur from willful negligence or failure to perform their duties.

18.3. **CERTIFICATE OF CONSOLIDATION**

Reference Manual, Board of Directors

- 18.3.1. No Officer or Director may receive or be lawfully entitled to receive any part of the net earnings of the Society or any pecuniary profit from the operations of the Society except as may be authorized by the Board of Directors as reasonable compensation for services in effecting one or more of its purposes as the Board of Directors may determine.
- 18.3.2. Each Officer and Director will be indemnified by the Society against expenses actually and necessarily incurred by (the Officer or Director) in connection with the defense of any action, suit, or proceeding in which (the Officer or Director) is made a part by reason of being or having been an Officer or Director of the Society, except in relation to matters as to which (the Officer or Director) shall be adjudged in such action, suit, or proceeding to be liable for willful negligence, misfeasance, or misconduct in the performance of (the) duties of the office; such right or indemnification shall not be deemed exclusive of any other right to which (the Officer or Director) may be entitled under any Bylaw agreement, vote or otherwise.\

18.4. **RULES OF THE BOARD**

- 18.4.1. Rules of the ASHRAE Board of Directors, authorized by Bylaws Section 4.4, are compiled annually by the staff of the Society from actions of the Board.
- 18.4.2. Rules of the Board are contained in the following volumes:
 - 18.4.2.1. Volume 1 – Principles and Policies
 - 18.4.2.2. Volume 2 – Standing Rules
 - 18.4.2.3. Volume 3 – Standing Rules for Membership
- 18.4.3. Changes to Rules of the Board
 - 18.4.3.1. Proposed changes (additions and deletions) to Rules of the Board (ROBs) shall be submitted by committees, councils and Board members.
 - 18.4.3.2. Changes proposed by a committee shall be submitted through the body to which it reports; councils and Board members may submit proposed changes directly to the Board of Directors.
 - 18.4.3.3. To propose a change to an existing ROB, present the current ROB with changes marked by double underlining to designate words proposed to be added and ~~striketrough~~ to designate words proposed to be deleted. A proposed change, as a minimum, shall include the complete ROB number (e.g., 2.106.001.2), the proposed change(s) marked as indicated above, and the reason(s) for the change(s).
 - 18.4.3.4. To propose a new ROB, present the wording for the new rule and include a statement indicating a recommended placement of the new rule within the ROB organization. Examples:
 - 18.4.3.4.1. It is recommended that this rule be placed in ROB Volume 1, Principles and Policies
 - 18.4.3.4.2. It is recommended that this rule be placed in ROB Volume 2, Standing Rules
 - 18.4.3.5. To propose rescinding an existing ROB, include in the recommendation the ROB volume in which the rule is located, the rule number or other identification code, and the wording of the rule to be rescinded.

18.4.4. **GUIDELINES FOR REVISIONS OR AMENDMENTS TO SOCIETY DOCUMENTS**

- 18.4.4.1. Certificate of Consolidation - By application to the Secretary of the State of New York.
- 18.4.4.2. Bylaws - By vote of the Society membership.
- 18.4.4.3. Rules of the Board of Directors - By motions passed by the Board of Directors.
- 18.4.4.4. Model Constitutions and Bylaws - By motions passed by Members Council.
- 18.4.4.5. In case of a conflict, the Society documents are valid in the following order:
 - 18.4.4.5.1. Certificate of Consolidation
 - 18.4.4.5.2. Bylaws
 - 18.4.4.5.3. Rules of the Board

18.5. **PROCEDURE FOR CHAPTER BYLAWS UPDATING** (12-01-25-11[8])

Reference Manual, Board of Directors

- 18.5.1. The purpose of the model constitution and bylaws is to provide a constitution and bylaws that will meet the need of any chapter and still comply with the Certificate of Consolidation, Society Bylaws, the Rules of the Board of Directors, the New York State not-for-profit law, and Federal and Georgia state laws under which ASHRAE is administered. As such, the constitution and bylaws constitute a legal document which has been approved by the ASHRAE Board of Directors and reviewed by legal counsel.
- 18.5.2. The model bylaws are flexible in that they allow the chapter certain options in the selection of dates, the appointment of committees, the selection of committee members, and the methods of election. This limited flexibility is provided to accommodate the needs of chapters, regardless of their geographic location and size.
- 18.5.3. Acceptable deviations to the model bylaws have been published to permit additional options which are based on experience and changing times in order that the chapters are given the best possible basis for successful operation.
- 18.5.4. These are the steps which should be followed in updating chapter bylaws:

<u>Step</u>	<u>Responsible</u>	<u>Action</u>
1.	Members Council	Provide model constitution and bylaws and list of acceptable deviations;
2.	Regional Chair	Work with chapter president (at CRC or on chapter visit) to update bylaws.
		<u>If chapter accepts changes:</u>
3.	Chapter	Board of Governors votes to accept changes; President signs and dates updated bylaws and returns to Headquarters.
4.	Staff	If chapter has indicated additional acceptable changes (see Deviations List), staff revises and returns bylaws to chapter for verification, final acceptance and signature.
		<u>If chapter requests changes or additions which are not on Deviations List</u>
5.	Regional Chair	Refer outstanding questions to staff liaison who refers to Members Council Charter and Bylaws advisor for resolution
6.	Members Council	Provide explanation and ruling to Regional Chair who communicates explanation to chapter.
7.	Chapter	Repeat step 3.
		<u>If chapter does not accept ruling:</u>
8.	Chapter	Appeal to Members Council who makes the final judgment. Direct questions concerning this procedure to Regional Chair or staff.

19. REGIONS AND CHAPTERS

19.1. REGIONAL MEETINGS AND CONFERENCES

19.1.1. A substantial portion of the operation of a region, particularly as reflected in the annual Chapters Regional Conference, is described in the Manual for Conducting Chapters Regional (Committee) Conferences.

19.1.2. DEFINITIONS

19.1.2.1. Regional Meetings: The term Chapters Regional Committee (CRC) designates a business meeting of the delegates of the chapters in a region. Workshop-type discussion may be included.

Reference Manual, Board of Directors

19.1.2.2. Regional Conference: A Chapters Regional Conference includes ~~both a business CRC meeting, caucus, and a minimum period of three hours set aside for technical sessions and field trips plus four (4) workshops as needed, led by the respective Regional Vice Chairs. of four hours' duration each, led by the five Regional Vice Chairs. (e.g.; Chapter Technology Transfer, Government Affairs, Grassroots Government Advocacy, Membership Promotion, Research Promotion, Student Activities, Young Engineers in ASHRAE)~~

19.1.3. REFERENCE

19.1.3.1. Both regional meetings and regional conferences are described in the Manual for Conducting Chapters Regional Conference (CRC Manual).

19.1.3.2. Each DRC should become familiar with this Manual to determine the DRC's responsibilities for these activities.

19.1.4. ATTENDANCE

19.1.4.1. There shall be present at each Chapters Regional Committee meeting two Society officers, including, if possible, the President, the President-Elect or the Treasurer; all such official attendees' travel expenses shall be reimbursed in accordance with the Travel Reimbursement Policy. The "team" will usually be headed by the President, the President-Elect or the Treasurer.

19.1.4.2. A chapters regional conference is an important occasion; the host chapter will have prepared for it at least a year in advance. Each of the assigned "team" should feel obligated to attend all planned functions. If bus trips are arranged, they should go "with the crowd," rather than by private car. At receptions and cocktail hours, they should "circulate," meeting everyone present, if possible. During business sessions, they should be prepared to answer delegates' questions.

19.1.4.3. Social events will frequently include a banquet and a luncheon. A prepared talk by the President, the President-Elect or the Treasurer is expected at one of these functions, and by the other "team member" at one of these or other major functions of the regional conference. These talks may be on Society affairs or progress. Although such a talk may contain paragraphs presented elsewhere, spontaneity will be improved if a separate presentation, preferably with new data, is prepared for each occasion

19.1.4.4. The number of such assignments will vary with the office and with the requirements and specific availability of staff participation. The President, the President-Elect and the Treasurer may expect to attend three to four such meetings each; the Vice Presidents will probably attend three, in addition to their own regional conferences, special meetings and optionally, those which may immediately precede or follow an Executive Committee meeting.

19.1.4.5. A Director and Regional Chair nominee may attend one CRC in another region prior to beginning their three-year term. Each Director and Regional Chair is authorized to attend a maximum of two regional conferences in another region during the first two years of the three-year term. (12-01-25-11[9])

19.1.4.6. The incoming Regional Chair nominee shall attend one CRC meeting prior to their term and may substitute for the outgoing Regional Chair at a CRC meeting of choice in another region in the spring of the year. (74-02-07-27)

19.1.4.7. The Regional Chair shall be responsible for inviting and directing the Nominating Committee Member, Alternate, and newly elected Member and Alternate to attend all meetings of the CRC, including the caucus and executive session, and the Manual for Conducting Chapters Regional Conferences shall be revised to reflect this change. (74-02-07-29)

19.1.4.8. The Director and Regional Chair shall have the option of sending the General Chair-Designate from the Host Chapter to a CRC Meeting in their own or another region, if the Director and Regional Chair deems it beneficial to the region, and transportation expenses shall be paid. (74-06-27-25)

19.1.5. REPORT (97-01-29-18)

Reference Manual, Board of Directors

- 19.1.5.1. It is the responsibility of the ~~less senior officer~~ ~~Vice President~~ attending a ~~chapters regional conference (CRC)~~ to prepare a report on the conference. The report should cover such subjects as conference announcement, protocol, business meetings, technical sessions, workshops, social activities, arrangements, or any other aspect of the conference on which the officer wishes to comment. The report should also include a list of the action items from the business meeting.
- 19.1.5.2. Following the conference, the officers in attendance should meet with the Director and Regional Chair, the chair of the CRC organizing committee, the next year's chair of the CRC organizing committee, and others as appropriate (the chair of the CRC organizing committee two years into the future, visiting Society BOD members, and ASHRAE staff) to discuss the conference, its strengths and areas where and how it could be improved. The Director and Regional Chair and the chair of the CRC organizing committee should receive a copy of the officer's written report.
- 19.1.5.3. The written report should be distributed to all of the members of ExCom, and it should be an agenda item for the next meeting of the Executive Committee.

19.2. ASSISTANCE TO CHAPTERS

19.2.1. MANUAL FOR CHAPTER OPERATIONS

- 19.2.1.1. A Manual for Chapter Operations is furnished to the DRC and to chapter officers. This manual incorporates the ideas generated at the conference of the Members Council for the proper operation and direction of chapter activities
- 19.2.1.2. The DRC should assist the chapters in the use of this manual and stress the importance of complying with the procedures outlined therein. It should be followed in principle and any variations should be only those deemed essential because of local conditions.
- 19.2.1.3. At the beginning of each new Society year the DRC should personally contact each incoming chapter president and determine that each has a manual, and that the other chapter manuals have been placed in the hands of the incoming chapter officers. The DRC should also stress at this time the importance of completing and mailing the Chapter Information Questionnaire.

19.2.2. CHAPTER MODEL BYLAWS

- 19.2.2.1. Model Chapter Constitution and Bylaws have been approved by the Board of Directors.
- 19.2.2.2. The purpose of the Model Constitution and Bylaws is to provide a Constitution and Bylaws that will meet the need of any chapter and still comply with the Certificate of Consolidation, Society Bylaws, the Rules of the Board of Directors, the New York State Not-for-Profit Law, and Federal and Georgia State Laws under which ASHRAE is administered.
- 19.2.2.3. The Model Constitution and Bylaws are flexible in that they allow the chapter certain options in the selection of dates, the appointment of committees, the selection of committee members, and the methods of election. This flexibility is provided to accommodate the needs of chapters, regardless of their geographic location and size. The DRC should make sure that the chapter constitution and bylaws have been approved by Members Council, and, if they are not, that steps are taken to revise them in accordance with the Model Chapter Constitution and Bylaws. Copies of correspondence between chapters and Members Council should be sent to the DRC
- 19.2.2.4. Chapters' bylaws are updated every five years. Each DRC will receive a list of chapters in their region whose Bylaws have been updated and sent to the chapters for approval. DRCs should follow up with chapters to ensure that action is taken on the updated bylaws. The Procedure for Chapter Bylaws Updating is in [14.5](#)

19.2.3. COMMUNICATIONS

- 19.2.3.1. Communications between the DRC and the chapters in the region are necessary in order to keep the DRC advised of the activities of the chapters; and, in order that the DRC may give to the chapters information and advice which will enable them to improve operations.

Reference Manual, Board of Directors

- 19.2.3.1.1. The "Chapter Information Questionnaire" is a valuable tool to assist the DRC, the various Regional Vice Chairs and various departments at headquarters in determining which individual in the chapter to direct correspondence to. The DRC must acquire these before the beginning of the Society Year on July 1 and distribute them to all pertinent parties. The DRC must ensure that the Chapters provide revised copies when changes have been made.
 - 19.2.3.2. The DRC must establish early in the term that "no answers" and "slow answers" from chapters to the DRC or the Regional Vice Chairs or other ASHRAE correspondents are not in the best interest of the chapters, the region, or the Society and represent unacceptable performance
 - 19.2.3.3. Newsletters are used by the DRC for circulation to officers of the chapters within the region. The contents of such letters include decisions of the Board of Directors of the Society which are applicable to chapter operations; status of regional motions; Society activities which should be called to the attention of the chapters; and information which will help chapters to schedule speakers, develop membership, improve programs, etc. A newsletter can provide an excellent medium of interchange among chapters. (Exchange of newsletters among DRCs also gives ideas for format and content.) (99-01-27-44)
 - 19.2.3.4. Questionnaires may be necessary from time to time to obtain information on chapter activities necessary for coordination or information. These questionnaires may be used for the purpose of gathering information on membership dues, number and class of members in the chapter, cost of chapter activities, and the character of special activities
 - 19.2.3.5. Communication by telephone as well as by letter or electronic communication may be necessary, particularly for making arrangements for regional meetings and in coordinating activities of two or more chapters. (12-01-25-11)
- 19.2.4. VISITS TO CHAPTERS**
- 19.2.4.1. Visits to chapters by the DRC, or by one of the regional officers should be made as frequently as is necessary, but not less than once per year. One visit per year should be considered official. A meeting with the chapter Board of Governors should always be a part of the official chapter visit. (92-01-29-34A/03-07-02-12)
 - 19.2.4.2. Visitation with the members of the Board of Governors and with the members of the chapter provides the most effective means of measuring the quality of leadership being provided, the quality of meeting programs, and the attitude of the membership.
 - 19.2.4.3. The meeting with the Board of Governors should be for the purpose of assisting them with the operations of the chapter and of resolving chapter problems. Informality and exchange of information should be the keynote of such meetings.
 - 19.2.4.4. At meetings with the Board of Governors and with officers, the following subjects are typical of items that should be discussed:
 - 19.2.4.5. Chapter membership and development.
 - 19.2.4.6. Chapter programs, securing speakers, arranging social meetings, etc.
 - 19.2.4.7. Chapter finances.
 - 19.2.4.8. Chapter educational programs, cooperation with student branches and chapter support for scholarships.
 - 19.2.4.9. Emphasis on the necessity of student membership and chapter relations with local colleges to interest students in Society and professional careers.
 - 19.2.4.10. Encouragement of chapters to have meaningful continuing chapter seminars and educational programs for all levels of ability of chapter membership, including student membership.
 - 19.2.4.11. Research programs, research resources and fund-raising activities.
 - 19.2.4.12. Special projects of a regional or international scope.
 - 19.2.4.13. Consideration of members for service on Society committees, for honors and awards, for recommendation to the Nominating Committee, etc.

Reference Manual, Board of Directors

- 19.2.4.14. Any other appropriate item of conduct or operation of the chapter, the region, and the Society at large, such as Society goals, chapter membership attendance at Society meetings and CRC meetings, chapter scholarship programs, etc.
- 19.2.4.15. In summary, reviewing the current status of the chapter relative to achieving a par performance on PAOE points in the various categories provides lively discussion with a clear objective.

19.3. **REGIONAL COMMITTEES** (optional)

19.3.1. Regional committees or subcommittees of CRCs may be established as standing or special committees, as required by circumstances. The DRC may appoint such committees, soliciting approval of the Members Council when such approval is deemed necessary or desirable.

19.3.1.1. Typical subjects which may be considered by regional committees are:

- 19.3.1.1.1. Financing of regional meetings.
- 19.3.1.1.2. Programs for regional meetings.
- 19.3.1.1.3. Regional sponsorship of a scholarship fund.
- 19.3.1.1.4. Regional sponsorship of invitations for meetings of the Society in the regions and for cooperation of chapters in assisting the Conferences and Expositions Committee for such meetings. (12-01-25-11)
- 19.3.1.1.5. Regional historical programs.

19.4. **SPECIAL PROGRAMS**

19.4.1. The DRC may be called upon from time to time to sponsor special programs in the region.

19.4.1.1. Liaison with the principal committees of the Society is an example. For example, the Membership Promotion Committee has a member who is responsible for liaison with chapters in one specific region through the DRC for the purpose of following up on delinquent members.

19.5. **CHAPTER RESPONSIBILITY AS HOST CHAPTER TO SOCIETY**

19.5.1. The DRC should assist the chapter in their region selected as Host Chapter for a Winter or Annual Meeting of the Society. The DRC should provide advice and counsel on the responsibilities of the Host Chapter and the proper organization to accomplish these responsibilities. The DRC should see to it that the chapter coordinates its activities with the assigned Society staff members. The DRC should sit at the head table during the luncheon and dinner meeting and make suitable presentations or addresses as required.

19.5.2. The Manual for Host Chapters for Society Meetings should be used by the DRC as the authority for the necessary chapter activities.

19.6. **CHAPTER OR REGIONAL ACTIVITIES RELATING TO OTHER ORGANIZATIONS**

19.6.1. It is the responsibility of the DRC to review the activities of the chapters in the region and to instruct the chapters to avoid any chapter or regional membership or affiliation with any organization where such a liaison would compromise the following regulations:

19.6.2. The following provisions of Section 501(c)(3) of the Internal Revenue Code (upon which the Society's Certificate of Consolidation and Bylaws are based):

- 19.6.2.1. Organized and operated exclusively for "...scientific ...or educational purposes...."
- 19.6.2.2. No substantial part of the activities are related to propaganda or attempts to influence legislation.
- 19.6.2.3. No participation in any political campaign.

19.6.3. The purposes listed in item 7(1) of the Certificate of Consolidation.

19.6.4. No chapter or region should join or affiliate with any organization if there is any appearance of the organization being engaged in commercial activities. (Manual for Chapter Operations)

Reference Manual, Board of Directors

- 19.6.5. The only exposition activities that the Society will sponsor in the U.S. shall be the International Air-Conditioning, Heating and Refrigerating Exposition jointly sponsored with AHRI. Participation in any form by a chapter or region of the Society in an Exposition in the U.S. is contrary to the contractual agreement with the International Exposition Company, and is not permissible, except as allowed by the Manual for Chapter Operations or as stipulated in License and Royalty Agreement between the American Society of Heating, Refrigerating and Air-Conditioning Engineers, Inc. and the Air-Conditioning and Refrigeration Institute and the International Exposition Company, Incorporated dated January 18, 1990 and any amendments thereto. (ROB 2.104.019.2)
- 19.6.6. Chapters may co-sponsor conferences subject to the *Guidelines for Co-sponsored Conferences* (ROB Volume 3)



Shaping Tomorrow's
Built Environment Today

REFERENCE MANUAL

BOARD OF DIRECTORS

Approved by the Society Rules Committee on February 7, 2023

Approved by the ASHRAE Board of Directors on TBD (date to be added after BOD review/approval)

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Reference Manual, Board of Directors

FOREWORD

This reference manual provides details of the positions and members of the board of directors and material to help them carry out their duties. It is a companion document to the Board of Directors Manual of Procedures.

DEFINITIONS

- Abbreviations
 - BOD Board of Directors of ASHRAE
 - CRC Chapters Regional Committee; Chapters Regional Conference
 - CO Coordinating Officer
 - DAL Director-at-Large
 - DRC Director and Regional Chair
 - ExCom Executive Committee (Officers of the Society)
 - ExO Ex Officio
 - PAOE Presidential Award of Excellence
 - PEAC President-Elect Advisory Committee
 - ROB Rules of the Board of Directors
 - RVC Regional Vice Chair
 - SBL Society Bylaw(s)
 - MC Members Council
 - PC Publishing and Education Council
 - TC Technology Council
- Where the term "Director" is used in this manual, it refers both to Directors-at-Large and to Directors and Regional Chairs.
- Where the term "Coordinating Officer" (CO) is used, it refers to the duties of an Officer who is assigned a coordinating function for one or more of the standing and special committees of the Society.
- Where the term "Board Ex officio" (ExO) is used, it refers to the duties of a Director who is assigned to serve on a standing or special committee and act as liaison to the Board.
- Where the term "staff" is used, it refers to the personnel employed by the Society to maintain the Society's headquarters operation.
- The Executive Committee (ExCom) consists of the elected Officers of the Society and the Secretary who is a non-voting member. During intervals between Board of Directors meetings, the Bylaws, authorize the Executive Committee to exercise administrative powers of the Board of Directors. Matters of policy determined by the Executive Committee between meetings of the Board of Directors shall be submitted for approval to the Board of Directors at its next meeting. (SBL 7.3)
- The Executive Vice President is appointed by the Board of Directors under an approved employment agreement, fixing salary, term of employment, and other conditions. The title "Executive Vice President" is honorific, does not constitute an elected office of the Society for any purpose. The Executive Vice President serves as Society Secretary and performs all duties normally associated with that office and those assigned by the Board of Directors or prescribed by the Bylaws. The Executive Vice President may take part in the deliberations of all committees except the Nominating Committee but shall not have a vote. (ROB 2.105.012) Should the EVP not be able/capable to perform their duties the interim EVP shall assume the duties.
- The committees of the Society shall be the committees prescribed by the Society Bylaws. The Board of Directors may from time to time create other standing or special committees as it deems necessary to carry on the work of the Society and shall prescribe their powers and duties, and it may abolish any such committees. (SBL 7.1)
- Official stationery of the Society shall be used for official business of the Society. (ROB 2.101.006)
- An item "Executive Session" is included on the agenda of all regular meetings of the Board of Directors. During such a session only members of the Board of Directors and those individuals requested by the chair to stay shall be allowed to remain in the meeting room.

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COUNCILS

- The Board of Directors approved the establishment of councils in 1980. Councils were established for the following purposes:
 - To implement Board policy and administer activities of the committees within the organizational structure of the councils.
 - To develop policies and long-range plans for the committees within the jurisdiction of the council.
 - To approve funding of programs recommended by the committees within the limitations of the council ROB 2.300.006 and monitor ongoing programs of the committees.
- There are three councils reporting to the Board of Directors. Each council has standing committees reporting to it and may also have special committees and subcommittees that report to it. Refer to Society Structure ([Appendix B](#) and ROB Volume 2) for lists of committees reporting to each council, quorum requirements, numbers of authorized meetings, and fiscal limits.
- Two Vice Presidents chair the Publishing & Education and Technology Councils, and the President-Elect chairs Members Council. The Treasurer is vice chair of Members Council; vice presidents are vice chairs of the other councils.
- For specific details related to council election procedures, operating procedures, etc., refer to *Election and Appointment Procedures* in ROB Volume 3.

ADMINISTRATIVE AND FISCAL YEAR

- Each new administrative year of the Society shall begin immediately upon the adjournment of the Annual Meeting. The Board of Directors, councils and committees shall all change over from the "old" to the "new" membership and leadership when the new Board convenes for the first time. (ROB 2.101.003.1)
- The fiscal year of the Society shall end on June 30 of each year. (SBL 10.1)

OBJECTIVE OF THE SOCIETY

- "The Society is organized and operated for the exclusive purpose of advancing the arts and sciences of heating, refrigeration, air-conditioning and ventilation, the allied arts and sciences, and related human factors for the benefit of the general public, as defined in the Certificate of Consolidation. To fulfill its role, the Society shall recognize the effect of its technology on the environment and natural resources to protect the welfare of posterity." (SBL 1.3)

OBJECTIVE OF DIRECTORS

- The objective of all Directors should be to contribute to the purposes of the Society in accordance with the responsibilities and authority of their positions.
- Directors are responsible for contributing to these purposes at the Society, regional and chapter levels.

REFERENCE DOCUMENTS

- The nominating committee provides each candidate for office with a summary list of time and expense obligations.
- Each candidate for the Board of Directors may expect to receive the following materials from the Secretary at least three months prior to taking office:

Reference Manual, Board of Directors

- Certificate of Consolidation (on web site)
- Bylaws (on web site)
- Rules of the Board of Directors (includes Manual of Procedures for Officers and Directors)
- Minutes of Board of Directors and Executive Committee meetings which were held during the year prior to the new Board member's term of office, and minutes for any additional period when the actions of such meetings have not been incorporated into the Rules of the Board.
- Manual for Chapter Operations (on web site)
- Manual for Conducting Chapters Regional Conferences (on web site)
- Each Director nominee may expect to receive existing Rules of the Board (ROBs) and Manuals of Procedures for the Society committees and councils on which the Director will serve as well as minutes of the previous year's meetings of the council and of all committees to which the Director may be assigned as Ex Officio (ExO). (12-01-25-08)
- Upon assignment to a standing or special committee as Coordinating Officer (CO) or Ex officio (ExO), the Officer or Director may expect to receive the minutes of the previous year's meetings of the assigned council and committees.
- Prior to taking office, each Officer and Director should become thoroughly familiar with this manual, the Rules of the Board (ROBs) of the council(s) on which each Officer and Director serves, and the complete Rules of the Board.

1. BOARD AUTHORITY

- 1.1. The authority of the positions described herein is derived from the Certificate of Consolidation, the Bylaws of the Society, and the Rules of the Board of Directors.
- 1.2. The Certificate of Consolidation provides for worldwide operation of the Society with headquarters. The Board of Directors has established headquarters in Peachtree Corners, Gwinnett County, GA . The Certificate of Consolidation was executed at the merger of the two predecessor societies, ASHAE (formerly ASHVE) and ASRE, when both of their headquarters were in New York. The certificate states the purposes of the Society and imposes limitations and obligations on the Directors as referred to in appropriate portions of this manual. It allows the Society, through its Bylaws, to confer powers and authorities upon the Board of Directors in addition to the powers and authorities expressly conferred by the statutes of the State of New York and by the Certificate of Consolidation.
- 1.3. The Bylaws of the Society also impose limitations and obligations with reference to the Board of Directors in Article IV, to Officers in Article V, to Councils in Article VI, and to Committees in Article VII. The pertinent parts of these articles are referenced in this manual as required.
- 1.4. The Rules of the Board of Directors (ROB) implement the Society Bylaws (SBL) by defining policy and delegating authority. Some of these rules are referenced in this manual where pertinent.

2. BOARD MEMBER RESPONSIBILITIES

- 2.1. The Board of Directors shall have full and complete management and control of the activities and funds of the Society and may adopt such rules and regulations for the conduct of its meetings, the exercise of its powers, and the management of the affairs of the Society as it may deem proper, subject to the provisions of the laws of the State of New York, the Certificate of Consolidation and these Bylaws.
(SBL 4.4)

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- 2.2. In this regard, Society Legal Counsel in a letter dated November 8, 1961, stated: "As you know, Officers and Directors of a corporation are trustees for the interests of the stockholders or members; as such, they are required to exercise that degree of care and prudence which would be exercised by the ordinarily prudent business person in connection with all the affairs of the corporation. They must also act in good faith. They cannot act on matters in which they have a self-interest contrary to the interest of the corporation. They represent the entire membership of the corporation as a whole, and cannot neglect or fail to perform their duties; otherwise they are personally liable for any damages or loss which occurs therefrom."
- 2.3. Since the Board of Directors is a deliberative assembly, the responsibility of each member is accomplished by considering and acting on motions of members and on communications presented to the assembly. This action takes the form of a declaration of policy or procedure, or an instruction to committees and staff, or a recommendation or delegation of authority to the President or Executive Committee. After a motion has been adopted by a majority vote of the Board of Directors, each member of the Board of Directors accepts the decision as the will of the majority and supports this point of view and the action taken to the best of the member's ability.
- 2.4. Notice of any regular or special meeting of the Board of Directors shall be given in writing or by electronic communication to each director at least fifteen days before the meeting or transmitted orally at least forty-eight hours before the meeting.
(SBL 4.8)
- 2.5. Attendance is mandatory at regular meetings of the Board of Directors which are held at the time of the Winter and Annual Meetings of the Society and at special meetings called by the President. Each Director should arrive on time and stay until adjournment unless excused by the President for unusual circumstances.
- 2.6. Full participation in the work of the Board requires a substantial amount of preparation to read communications sent to Board members prior to meetings, preparation of reports on assigned subjects, and advance preparation of motions which the Director may wish to present at the meeting. Each Director is expected to participate in discussions and vote in accordance with the overall interests of the members in the furtherance of the purposes of the Society.
- 2.7. Each Director should also be prepared to incur substantial expenses not allowable for reimbursement by the Society. Each Director should establish a personal time and expense budget after consideration of the responsibilities detailed herein.
- 2.8. Members of the Board of Directors should accept their obligations with the intent of advancing the purposes of the Society. In so doing, they will receive many benefits to compensate them for their time and expense. They will increase their technical knowledge, help to improve the design of products and systems, increase their positions as leaders, develop worthwhile friendships, and improve their capabilities in their professional fields.
- 2.9. The Board of Directors elects' recipients for the following:
 - 2.9.1. Eight members and eight alternates to serve on the Nominating Committee of the Society (SBL 7.6).
Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.
 - 2.9.2. Members of the following councils: Technology and Publishing and Education. Nominations are submitted to the Board by a four-person BOD subcommittee appointed by the President.
 - 2.9.3. Members of the Standards Committee (SBL 7.9). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.

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- 2.9.4. Members of the Research Administration Committee (SBL 7.7). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.
- 2.9.5. Members of the Technical Activities Committee (SBL 7.8). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.
- 2.9.6. Members of the Handbook Committee (volume subcommittee). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.
- 2.9.7. Scholarship Trustees.
- 2.9.8. ASHRAE Foundation Trustees.
- 2.9.9. The timetable for nomination and election of members to councils and committees is in ROB 3.300, *Election and Appointment Procedures*.
- 2.10. All fees and annual dues shall be fixed and payable as determined by the Board of Directors. (SBL 2.18 and ROB 3.200, *Dues, Fees, Privileges*)
- 2.11. The expenditure of the Society's funds is governed by the budget as approved, modified, or amended by the Board of Directors, and no additional expenditures shall be made without the approval of the Board of Directors. (SBL 5.9)
- 2.12. The Board of Directors approves the selection of a certified public accountant who audits the accounts of the Society after the close of the fiscal year. (SBL 11.3)
- 2.13. The Board of Directors may, by a two-thirds vote, remove a member of any committee. (SBL 7.11)
- 2.14. A proposal to amend the Bylaws of the Society must be approved by two-thirds of the members of the Board of Directors or by 300 voting members of the Society, of which no more than 150 of such voting members shall be from any one region, prior to vote by members of the Society. (SBL 12.1)
- 2.15. The Board of Directors may refer to the Society any important question to be decided by a majority of votes cast at a regular or special meeting of the Society. Such a referendum shall be used by the Board to advise it regarding any proposed action to take within its power. The Board of Directors shall not submit a referendum to the membership that is frivolous or would result in a violation of the law, the Certificate of Consolidation, these Bylaws or any fiduciary responsibility of the Society.
- 2.15.1. The Board of Directors may initiate such a referendum at its own discretion or when requested through a valid membership petition. A valid petition must be signed by not less than 300 voting members, of which not more than 150 of such voting members shall be from any one region. Such petition shall not be valid until the Secretary has certified the signatures of the petitioners.
- 2.15.2. The Board must act on this petition no later than its first meeting once 60 days has elapsed from the time the Secretary has certified the petition as valid.
- 2.15.3. The Board of Directors may clarify the question raised by the petition to make it suitable for a vote of the membership.
- 2.15.4. The Board of Directors must submit to the membership a suitable question raised by a petition.

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- 2.15.5. The Board of Directors is required to include a summary of the information in the petition, as well as any position it has taken, along with the question. (SBL 4.6)
- 2.16. The Board of Directors may, by a two-thirds vote of all the members thereof, censure, suspend or expel any member if, in the opinion of the Board of Directors, the member is guilty of abuse or misuse of the privileges of the Society membership or of action prejudicial to the best interest of the Society. (SBL 2.21)
- 2.17. The current edition of *ASHRAE Rules of Order* is observed for the orderly transaction of business at the meetings. This procedure generally requires the placing a motion, seconding it, and discussion followed by a vote. The degree of formality for the conduct of such meetings will be determined by the presiding officer.

3. PRESIDENT RESPONSIBILITIES

- 3.1. The President is chair of the Board of Directors, chair of the Executive Committee, and Chief Executive Officer.

3.1.1. The President is responsible for presiding at all meetings of the Society

3.1.2. for designating council membership from the Board of Directors and the Chairs thereof

3.1.3. for designating committees and the Chairs thereof, with the approval of the Board of Directors, except for the following who are selected or elected in accordance with Society Bylaws and the Rules of the Board. (see section 2.9 of this document)

3.1.3.1. Nominating

3.1.3.2. Standards

3.1.3.3. Research Administration

3.1.3.4. Technical Activities

3.1.3.5. Handbook Committees

3.1.3.6. elected members of the Technology and Publishing & Education Councils

3.1.4. The President directs the work of councils and committees with the assistance of the other officers.

3.1.5. The President may also appoint any person or persons to serve in a consulting capacity to any standing or special committee except the Nominating Committee (SBL 7.2 and ROB).

- 3.2. The President should take great care in utilizing Directors and Regional Chairs in making subcommittee assignments in view of the great workload they already have. When making such subcommittee appointments to the Board of Directors, the President should utilize, whenever possible, past DRCs as well as current DRCs and Directors-at-Large. (75-06-21-24)

- 3.3. The President's duties as an officer and chair of the Board of Directors include those described in other sections of this document, as well as those outlined in the following paragraphs.

- 3.4. A detailed insight into the activities and commitments of the President is given in the following paragraphs

3.4.1. Regional Conferences are highlights of the presidential year. Conduct of the President should be such that the occasion will be memorable to the host chapter and delegates as well.

3.4.2. At Society meetings, the time of the President and President-Elect will be well occupied with Board and committee meetings and other official functions. Executive Committee and Board meetings take precedence, but meetings of committees coordinated by the two officers should be attended, if not in conflict. Social functions should be attended, and officers and their spouses should "circulate" at receptions.

3.4.3. The President is installed in office at the President's Luncheon during the Annual Meeting.

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- 3.4.4. The President is the principal speaker at the Presidential Luncheon at the Winter Meeting and is the Plenary speaker at the Annual Meeting at the end of the term. (92-07-02-32E)
- 3.4.4.1. These talks may be in the form of a report to the membership, or they may express policy on a subject of major interest to the Society or the industry. These talks are published in the Journal. The President also is expected to prepare several talks and speeches during the year as President.
- 3.4.5. At Society Meetings, the President is furnished a suite at the meeting hotel. This should be considered a courtesy to the Society rather than to the President, who may use the facilities for small meetings, receptions for honored guests or other functions which seem appropriate.
- 3.4.6. Leadership Transfer Guidelines
- 3.4.6.1. Decisions for all events not specified by ROB's up to the official closing should be made by the outgoing President.
- 3.4.6.2. Titles used, whether written or spoken, shall either be the "outgoing" titles or shall be prefaced by "incoming" when it seems more appropriate to refer to the new position.
- 3.4.6.3. All installation statements shall include the clause "effective at the close of this Annual Meeting."
- 3.4.6.4. "Official closing" of the meeting shall be clearly specified so as to occur at the first meeting of the incoming (new) Board of Directors.
- 3.4.6.5. Titles used shall change after "closing."
- 3.4.6.6. "Control" shall switch to incoming officers at the "official closing."
- 3.4.6.7. The presidential suite should be officially under the control of the outgoing President until departing from the hotel, but with a clear understanding that the incoming President may schedule special meetings and new Executive Committee events in the suite if chosen. Such events/meetings should, however, be coordinated with the outgoing President.
- 3.4.6.8. Decisions for all events not specified by ROB's up to the official closing should be made by the outgoing President, including Presidential speeches, but courtesy dictates that it be a joint decision.
- 3.4.6.9. At the official installation, the President and President-Elect should exchange pins; ribbons (of office) should be exchanged at the official closing of the meeting.
- 3.4.6.10. Although regional meeting attendance is shared among the President, the President-Elect and the Treasurer, the travel schedule is heavy. Each of these officers will expect to travel to two Society meetings, two Executive Committee meetings, and approximately four Chapters Regional Conferences. Other travel requests may include chapter charter meetings and meetings of other organizations. Such attendance, while not mandatory, may be in the best interest of the Society; some requests can be covered by staff. (91-06-23-25)
- 3.4.7. The principal obligation upon high office in the Society is the free giving of time.
- 3.4.8. At meetings, the duties of the President are clear: The President chairs certain meetings and attends certain functions. Between meetings, there is a steady flow of correspondence. DRCs and DALs send copies to the President of their many communications.
- 3.4.9. The President shall delegate some of the administrative work to the President-Elect in an amount sufficient to acquaint the President-Elect with the administrative procedure. The President shall also include the President-Elect in certain more important meetings with staff. (67-02-02-21)
- 3.4.10. While the day-to-day operations of the Society are staff responsibilities, the President represents the membership, and the President's experience and counsel should be used wherever indicated. Frequent communication to and from staff will keep policy matters straight and avoid misunderstanding.

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3.4.11. All correspondence should be handled as promptly and systematically as possible. Due to the heavy load of correspondence, the President (and President-Elect) should have secretarial services available in the amounts required to handle these requirements. Some correspondence is handled by headquarters staff, but most must be handled from the home office of the President (or President-Elect).

3.4.12. At the end of the Presidential year the President becomes a Presidential Member.

3.4.13. Policies governing reimbursement of expenses are in *Travel Reimbursement Policy* (ROB Volume 1).

4. PRESIDENT-ELECT RESPONSIBILITIES

4.1.1. If the President dies, resigns, or is removed from office, the President-Elect shall immediately become President and shall serve for the remainder of the term of the immediate predecessor. If the time served is less than six months, shall also serve as President for the next Society year. (SBL 5.4)

4.1.2. The President-Elect is an officer, a member of the Executive Committee, and a member of the Board of Directors, and the duties include those heretofore described in other sections of this document, as well as those outlined in the following paragraphs.

4.1.3. The President-Elect serves as chair of the Members Council.

4.1.4. The President-Elect is expected to prepare any changes planned for the Presidential Award of Excellence (PAOE).

4.1.5. The President-Elect may expect to be included in certain important meetings between the President and staff.

4.1.6. Actual preparation of the slate of committee appointments must be made during the term as President-Elect so that they are available at the beginning of the presidential year.

4.1.7. The incoming President will prepare an address (which is given at the President's Luncheon), outlining plans for the year and listing the subjects to be emphasized during the term. (92-07-02-32E)

5. OFFICER RESPONSIBILITIES

5.1. All officers of the Society shall perform the duties customarily attached to their respective offices under the laws of the State of New York, and such other duties and services incident to their respective offices as are delegated to them in Article V of the Bylaws and may from time to time be assigned to them by the Board of Directors. Some of these duties are described in the following paragraphs and articles.

5.2. Each officer also serves as a member of the Board of Directors, as described in Section 2 of this manual.

5.3. Each officer also serves as a member of the Executive Committee.

5.3.1. The operation of the Executive Committee is described in Section 9, Executive Committee, of this manual.

5.4. Each of the President-Elect, Treasurer and the four Vice Presidents serves as chair or vice chair of a council.

5.4.1. Council operations are described in Section 11 of this manual.

5.5. Within the limits of their professional and personal obligations, spouses of officers are encouraged to participate in the following events:

5.5.1. The spouse of the President of the Society:

5.5.1.1. All domestic and international business trips

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- 5.5.1.2. Executive Committee meetings, if requested
- 5.5.1.3. ASHRAE Winter Meeting
- 5.5.1.4. ASHRAE Annual Meeting

5.5.2. Spouses of officers other than the President:

- 5.5.2.1. Executive Committee meetings, if requested
- 5.5.2.2. ASHRAE Winter Meeting
- 5.5.2.3. ASHRAE Annual Meeting
- 5.5.2.4. Assigned Chapters Regional Conferences (CRCs)
- 5.5.2.5. Meetings where the officer substitutes for the President

5.5.3. Spousal participation may include the following:

- 5.5.3.1. Attend general business sessions as well as special sessions presented especially for spouses
- 5.5.3.2. Attend social functions to which spouses are invited
- 5.5.3.3. Attend tours arranged for companions

- 5.6. The word “spouse” as used in the Reference Manual and Manual of Procedures for Officers and Directors shall be a marital partner or other companion in a committed relationship. (02-06-23-10/09-06-21-06)
- 5.7. Guidelines for reimbursement of travel expenses for officers and spouses are in ROB Volume 1, Travel Reimbursement Policy.

6. DIRECTOR COMMON RESPONSIBILITIES

- 6.1. Directors may be assigned as ex officio members to all standing committees except the Nominating Committee and committees reporting directly to the Board (ROB 2.200.002.4).
 - 6.1.1. A Director may expect to be appointed as a Board Ex Officio (BOD ExO) of one or more committees, as a voting member of one council, and as a member of one or more BOD subcommittees.
 - 6.1.2. For each committee to which a Director is appointed as Board Ex Officio, the Coordinating Officer shall be informed of any deliberations or resolutions of the committee which may affect the general policies of the Society. Attending committee meetings is mandatory for Ex-O’s so they will be aware of items that may affect a general policy and need to inform the CO so that they may bring it up to the board ExCom.
- 6.2. The Board Ex Officio shall serve the assigned committees in an advisory capacity and shall provide liaison with the Board of Directors, the councils, and other committees.
 - 6.2.1. The Board Ex Officio shall assist the committee in preparing its recommendations to the council and the Board and present any motions to the council which are recommended by the committee.
 - 6.2.2. In turn, the Board Ex Officio shall interpret actions of the council and Board to the committee. At committee meetings the Board Ex Officio does not count toward a quorum and is nonvoting.
- 6.3. The Board Ex Officio may request a committee chair to attend the Board meetings when the council chair or the Board Ex Officio presents the report (or part of the report) of the council. This practice is encouraged only in such instances where a direct exchange of information between the committee chair and the Board may be significant.
- 6.4. The Board Ex Officio shall provide support to assigned committees as follows: (82-01-24-03)
 - 6.4.1. Communication and interpretation of presidential goals.
 - 6.4.2. Guidance in fiscal planning.
 - 6.4.3. Assistance in preparation of annual objectives.
 - 6.4.4. Monitoring of progress toward completion of annual objectives.

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- 6.4.5. Assistance in developing action plans to achieve Strategic Plan objectives.
- 6.4.6. Monitoring of progress toward completion of Strategic Plan objectives.
- 6.4.7. Ongoing review of the committee's Rules of the Board (ROB) and Manual of Procedures (MOP). (92-06-28-5B)
- 6.5. The Board Ex Officio shall assess the committee's scope, operation, and personnel and suggest changes in an annual report to the BOD and responsible Council.
- 6.6. The Board Ex Officio shall attend all meetings of assigned committees and councils with the following exceptions: (12-01-25-14)
 - 6.6.1. In cases of conflict with BOD meeting, the BOD meeting shall take absolute precedence.
 - 6.6.2. In cases of conflict between appointed committees, approximately equal amounts of time should be devoted to each committee in question.
- 6.7. The mechanism for appointment of an ad hoc alternate Board ExO by the Board of Directors is as follows: (83-06-29-19/94-06-26-04)
 - 6.7.1. As soon as it becomes certain a Board ExO cannot attend a specific meeting(s) of the Board, the Director shall select a member (voting or non-voting) of the Council(s) having jurisdiction over the committee(s) on which the Director serves as Board ExO and shall make arrangements for the person to attend that meeting of the BOD as an ad hoc alternate Director, with voice but without vote.
 - 6.7.1.1. In the case which the alternate Director is to represent a Director who serves on two councils, the choice of the council from which the alternate Director is chosen should be based on the importance and magnitude of the committee's reports to the BOD.
 - 6.7.1.2. The alternate Director may participate in the discussions of the BOD but may not place motions on the floor or vote.
 - 6.7.1.3. The order of preference for selection of the ad hoc alternate Director should be:
 - 6.7.1.3.1. Current chair of one of the Society standing committees of the council, giving due consideration to the Importance and magnitude of the committee's reports to the Board.
 - 6.7.1.3.2. Past member of one of the Society standing committees of the council, who is currently serving as an Elected member of the council representing that committee.
 - 6.7.1.3.3. Former member of the Board of Directors who is currently serving as an elected member of the council.
 - 6.7.1.3.4. The ad hoc alternate Director selected should be urged to also attend any meetings of the committee(s) immediately preceding the meeting of the BOD even if the Director will also be present at those committee meetings.
 - 6.7.2. If time permits, the staff should provide the alternate Director with all essential material. The elected Director should brief the alternate Director.
- 6.8. Expense reimbursement
 - 6.8.1. Board of Directors - Transportation and other travel expenses not exceeding the approved maximum daily expense rate may be reimbursed for a maximum of seven days for attending Board meetings when requested. A copy of the *Travel Reimbursement Policy* is in ROB Volume 1.
 - 6.8.2. Directors attend their own CRC and others as may be assigned by the President, with travel reimbursement.

7. DIRECTOR-AT-LARGE (DAL) ADDITIONAL RESPONSIBILITIES

7.1.1. The Director-at-Large is expected to attend and participate in the CRC of the region of residence and others as may be assigned by the President (79-06-24-15). For the CRC in the region in which the DAL resides, when requested, the Director-at-Large shall work with the Regional Chair to present at that CRC information pertinent to the DAL's assigned committees or to the Society generally.

7.1.2. If an assigned Officer is prevented from attending a CRC, the Director-at-Large may be delegated to represent that Officer. The DAL shall then work with that Officer and the Regional Chair to develop appropriate program material and other participation.

8. DIRECTOR AND REGIONAL CHAIR (DRC) ADDITIONAL RESPONSIBILITIES

8.1. A Director and Regional Chair (DRC) directs the operations for the region. This includes detailing objectives and giving assistance to the Regional Vice Chairs, to the chapters in the region, and to potential new chapters being formed. The DRC also represents the interests of the region in all matters of Society importance.

8.2. The primary responsibility of the individual in the dual position of Director and Regional Chair is to represent the Society. Responsibility to the region is necessarily supplementary and secondary in accordance with the general corporation law and membership corporation law of the State of New York.

8.2.1. This primary responsibility does not relieve the Director and Regional Chair from the obligation to present the viewpoint of chapters in the region. Indeed, the DRC is uniquely qualified to recognize their needs and to present their viewpoints. When the interests of members as a whole are under consideration, however, the DRC should, after considering the viewpoints of members in other regions, be prepared to act in the interest of the membership as a whole.

8.3. The DRC is responsible for the Orientation Session at a Chapters Regional Conference (see CRC Manual). (91-06-23-25)

8.4. Each Director and Regional Chair shall appoint a Regional Historian to coordinate historical activities on a regional basis. The DRC is responsible for assisting in providing objectives and monitoring the operations of chapters in the region. The DRC is also responsible for assuring that the chapters adhere to the requirements of the Society Bylaws and Rules of the Board of Directors and that their operations are carried on in an effective manner, to advance the purposes of the Society. To do this, the DRC should establish and maintain effective communications with the chapters in the region.

8.5. The Director and Regional Chair should enlist the aid of the regional officers to represent the DRC on some chapter visits, taking into account the chapter's needs and the specialty of the Regional Vice Chair. However, the DRC should visit each chapter personally not less than once every two years, and desirably each chapter each year in order to maximize effective communication. The Director and Regional Chair may also invite a regional officer to accompany the DRC on chapter visits when needed.

8.5.1. When a regional officer makes an official visit to a chapter on behalf of the DRC, a short report on the visit should be requested by the Director and Regional Chair.

8.5.2. A visiting schedule by the DRC and/or the regional officers to each chapter in the region should be established early in the fiscal year (preferably at the Society Annual Meeting). At the same time the DRC should establish regional objectives and programs for the coming year. This will assist all those concerned in identifying the strengths and weaknesses within the region. (03-07-02-12)

Reference Manual, Board of Directors

- 8.6. It is the Director and Regional Chair's responsibility to explore the need for new chapters in the region, interest and assist members in forming such chapters, and secure the necessary approvals through the Members Council.
- 8.7. The DRC needs to be familiar with section 19, Regions and Chapters for information regarding their responsibilities.
 - 8.7.1. Regional meetings and conferences outlined in section 19.1.
 - 8.7.2. Chapter bylaws are reviewed and updated every 5 years – see section 19.2.2 below. When changes to a chapter's bylaws are needed, the DRC works with the chapter leadership following the guidelines in 18.5, procedures for chapter bylaws updating.
- 8.8. The DRC shall use the Society President's announcement on the PAOE as a guide. The DRC shall monitor each chapter's progress throughout the year to help each chapter receive the PAOE. Additionally, it is the responsibility of the DRC to make the chapters aware of the requirements for regional awards and urge them to strive for those awards.
- 8.9. The Director and Regional Chair shall emphasize to the chapters the necessity of student membership and chapter relationships with local educational institutions to interest students in professional careers within the Society's sphere of interest, and in the Society.
 - 8.9.1. This is accomplished easiest when a student branch exists. The DRC should therefore give particular care to the student branches in the region, recognizing that students have little knowledge of the Society. They should be encouraged to continue their Society membership as they make their way into our industry.
 - 8.9.2. It is the function of the Director and Regional Chair to encourage participation of chapter members in Society committees, including Technical Committees, Task Groups and Technical Resource Groups.
- 8.10. Communications are vital; they are discussed in Section 15.2, Assistance to Chapters. The Director and Regional Chair should insist that chapters reply promptly to communications which require response and should give chapters a deadline for responding. An up-to-date Chapter Information Questionnaire helps in directing the correspondence to the right member. It also lists a telephone number if personal contact is required.
- 8.11. Near the end of the Director and Regional Chair's term of office, when a successor has been nominated, the DRC should inform this person of current chapter and regional activities with the objective of providing an orderly transition. On completion of term of office, appropriate files should be transmitted to the successor.
- 8.12. Additional Annual Personal Time and Expense Requirements - Directors and Regional Chairs.
 - 8.12.1. This office is one of the most vital in the Society, and the most demanding of personal time and expense of all Director positions.
- 8.13. Regional Dinners (optional) - At each Society Meeting (Winter and Annual) the Director and Regional Chair is encouraged to arrange a time and place for a Regional Dinner for the ASHRAE members within the region. It has been the practice in recent years to hold these dinners on the Monday evening. (The DRCs are ideal organizers for this event.)

9. EXECUTIVE COMMITTEE RESPONSIBILITIES

9.1. GENERAL

- 9.1.1. The Executive Committee shall consist of the President who shall be its Chair, the President-Elect, the Treasurer, the Vice Presidents, and the Secretary, who is a non-voting member. It shall meet at the call of the President or upon request of any two members of its members. (SBL 7.3)

Reference Manual, Board of Directors

9.1.2. It shall investigate and make reports and recommendations to the Board of Directors regarding matters relating to the Society or members thereof. During intervals between Board of Directors meetings, the Executive Committee shall exercise administrative powers of the Board of Directors. Matters of policy determined by the Executive Committee between meetings of the Board of Directors shall be submitted for approval to the Board of Directors at its next meeting. (SBL 7.3)

9.2. MEETINGS

9.2.1. Regular meetings of the Executive Committee are held at the time of the Winter and Annual Meetings, generally prior to and immediately after other scheduled meetings. Special meetings are generally held not less than twice a year during periods between Society meetings.

9.3. SUBCOMMITTEES

9.3.1. To sustain the ASHRAE/CIBSE relationship, a subcommittee of the Executive Committee shall be formed consisting of the President and the Chief Staff Officer (ROB 2.106.001.6)

10. VICE PRESIDENT RESPONSIBILITIES

10.1.1. A Vice President is an officer, a member of the Executive Committee, a member of the Board of Directors, and the duties include those heretofore described in other sections of this document, as well as those outlined in the following

10.1.2. Each Vice President may expect to be appointed by the President to one or more special presidential committees established to develop information for a specific response or policy for the Society. The Vice Presidents may also be appointed to represent the Society at meetings of other organizations.

10.1.3. The Vice Presidents will be expected to assist the President and the President-Elect in the selection of nominees for committee assignments and to provide evaluation comments on committee performance.

11. COUNCIL CHAIR (COORDINATING OFFICER) RESPONSIBILITIES

11.1.1. The council chair or CO shall be available to the committee for advice and assistance and shall report any problems to the President or the Executive Committee. (77-06-26-07/78-02-01-15/87-06-28-19)

11.1.2. The council chair or CO should annually review the budget, the four-year plan and the objectives of each committee and make recommendations to the President-Elect concerning size limitations, fiscal concerns and activities of the committees. The purpose of such reviews is to optimize committee size and effectiveness and assure that each committee of the Society is useful and functioning in the manner described by the Rules of the Board.

11.1.3. The council chair or CO shall receive copies of the minutes of all meetings and all pertinent correspondence to and from the Chairs of all committees assigned to that council chair or CO.

11.1.4. It is desirable, where possible, for the council chair or CO to attend at least a portion of each assigned committee meeting. This will allow the entire committee membership to meet and have an opportunity to converse with the council chair or CO. (91-06-23-25)

11.1.5. Specific coordinating committee assignments will be made by the President with the approval of the Board of Directors (ROB 2.200.002). Typical assignments are shown in the Society structure chart. (Appendix B)

12. TREASURER RESPONSIBILITIES

Reference Manual, Board of Directors

- 12.1.1. The Treasurer is an officer, a member of the Executive Committee, a member of the Board of Directors, and the duties include those heretofore described in other sections of this document, as well as those outlined in the following paragraphs.
- 12.1.2. The Treasurer shall invest the funds of the Society in accordance with the decisions of the Investment Committee. The Investment Committee will operate according to the current Rules of the Board. (ROB Volume 2, Finance Committee)

13. IMMEDIATE PAST PRESIDENT

- 13.1.

14. PRESIDENTIAL REPRESENTATIVES

- 14.1. The Operating Procedure for Presidential Representatives dated 6/22/74 is adopted. (74-06-23-20/91-06-23-13)

14.1.1. Authorization: By appointment of the President at the Executive Committee Meeting of June 21, 1974, a special class of Presidential Representatives was established. They will be designated Presidential Representatives, and they will speak on behalf of the President.

14.1.2. Assignments: Normally the assignments given to Presidential Representatives will be as liaison members to other organizations, especially when decisions on policy matters are expected. Other assignments, however, would be as guests at meetings of other organizations, or as a speaker or participant at conferences.

14.1.3. Authority and Responsibility: When the assignment is given to the Presidential Representative, the president shall define the scope of authority and the purpose of the assignment. If it is expected that the Presidential Representative is to vote or speak on behalf of ASHRAE regarding policies that have not been specifically determined by ASHRAE, the Executive Committee shall provide direction on the position to take.

14.1.4. Report: Following each assignment, the Presidential Representative shall make a written report to the president.

14.1.5. Term of Appointment: The term of the Presidential Representative shall coincide with the term of the appointing president.

14.1.6. Eligibility: Any Member in good standing may be appointed as a Presidential Representative; however, it is preferable to appoint someone with stature and experience commensurate with the assignment. The president shall consider, therefore, Presidential Members, officers, present or past Directors, Fellows, or outstanding authorities in an appropriate field.

15. AMBASSADORS

- 15.1. The Board of Directors approved the Operating Procedure for ASHRAE Ambassadors as recommended by the Executive Committee at their meeting May 1-2, 1976, as follows: (76-06-27-02/91-06-23-16)

15.1.1. Purpose: To represent ASHRAE by promoting goodwill and improving relations between ASHRAE and the various international organizations with similar objectives and interests.

15.1.2. Authorization: By appointment of the President at the Board of Directors Meeting of June 27, 1974, a special representative was established. The President later named the special representative "ASHRAE Ambassador."

Reference Manual, Board of Directors

- 15.1.3. Procedure for Appointment: Whenever the Society learns that a member will be traveling to international countries without ASHRAE chapters, they may be invited by staff on behalf of the President to act as an Ambassador within the conditions of this operating procedure.
- 15.1.4. Authority and Responsibility: When the appointment is given to the Ambassador, the President or staff shall define the scope of authority and the purpose to be fulfilled. The President, through staff, shall present the Ambassador with a letter of introduction, or credentials, suitable for presentation to the international organizations to be visited. Further, the Ambassador shall be provided with a kit concerning the formation of chapters. This kit would be left with the group visited by the Ambassador. The Ambassador will not vote or speak on behalf of ASHRAE regarding policies unless authorized by the President.
(91-06-23-17)
- 15.1.5. Report: Following each assignment, the Ambassador will make a written report to the President.
- 15.1.6. Term of Appointment: The term of the Ambassador will coincide with the term of the specific trip involved.

16. BOARD SUB-COMMITTEES (TYPICAL)

- 16.1. Diversity, Equity, and Inclusion (DEI) Subcommittee

17. REPRESENTATIVES NOMINATED BY TECHNICAL COMMITTEES

- 17.1. Appointments to represent the Society in a specific research area shall be made by the chair of the Research Administration Committee, and those to represent a specific technical area (except standards) shall be made by the chair of the Technical Activities Committee, with the advice of the TC, TG or TRG or panels at interest, with the advice of the Director of Technology and with the approval of the Coordinating Officer. (ROB 2.421.003.3)
- 17.2. Individuals appointed to represent the Society in a specific standards area and/or codes area shall be made by the chair of the Standards Committee, with the advice of the cognizant Standards Project Committee or the chair of the Code Interaction Subcommittee and the Manager of Standards and approved by the Coordinating Officer.
(91-06-23-15/09-10-24-05)
- 17.3. Instructions for their voting shall be given to them by their committee with the proviso that, if there is a new activity, this will first be reported to the Board for its consideration so that the Board will not be giving blanket delegation of authority, but will have approved in advance the character, scope and general contents of this activity. Thereafter, it will be the duty of the committee involved to instruct the intersociety representative as to how to vote to accomplish this. (91-06-23-15)
- 17.4. The Board ex officio member shall be responsible for referring to the Board of Directors actions taken by the intersociety representatives. (62-06-27-07) (See also RAC, TAC and Standards Committee ROBs.)

18. GENERAL INFORMATION

18.1. ASHRAE REGIONAL BOUNDARIES AND CHAPTER LOCATIONS

- 18.1.1. Current map and list of chapters can be located at www.ashrae.org.
- 18.1.2. The organizational structure can be found at www.ashrae.org.
- 18.1.3. A current listing of the Memoranda of Understanding (MOU) can be found at www.ashrae.org.

18.2. CORPORATION LAW

- 18.2.1. As trustees representing the interests of the members of the Society, Officers and Directors must exercise that degree of care and prudence which would be exercised by the ordinarily prudent businessman in connection with the affairs of the corporation.

Reference Manual, Board of Directors

- 18.2.2. Officers and Directors must act in good faith and cannot act on matters in which they have a self-interest contrary to the interest of the corporation.
- 18.2.3. Officers and Directors are liable personally for any damage or loss which occur from willful negligence or failure to perform their duties.

18.3. **CERTIFICATE OF CONSOLIDATION**

- 18.3.1. No Officer or Director may receive or be lawfully entitled to receive any part of the net earnings of the Society or any pecuniary profit from the operations of the Society except as may be authorized by the Board of Directors as reasonable compensation for services in effecting one or more of its purposes as the Board of Directors may determine.
- 18.3.2. Each Officer and Director will be indemnified by the Society against expenses actually and necessarily incurred by (the Officer or Director) in connection with the defense of any action, suit, or proceeding in which (the Officer or Director) is made a part by reason of being or having been an Officer or Director of the Society, except in relation to matters as to which (the Officer or Director) shall be adjudged in such action, suit, or proceeding to be liable for willful negligence, misfeasance, or misconduct in the performance of (the) duties of the office; such right or indemnification shall not be deemed exclusive of any other right to which (the Officer or Director) may be entitled under any Bylaw agreement, vote or otherwise.\

18.4. **RULES OF THE BOARD**

- 18.4.1. Rules of the ASHRAE Board of Directors, authorized by Bylaws Section 4.4, are compiled annually by the staff of the Society from actions of the Board.
- 18.4.2. Rules of the Board are contained in the following volumes:
 - 18.4.2.1. Volume 1 – Principles and Policies
 - 18.4.2.2. Volume 2 – Standing Rules
 - 18.4.2.3. Volume 3 – Standing Rules for Membership
- 18.4.3. Changes to Rules of the Board
 - 18.4.3.1. Proposed changes (additions and deletions) to Rules of the Board (ROBs) shall be submitted by committees, councils and Board members.
 - 18.4.3.2. Changes proposed by a committee shall be submitted through the body to which it reports; councils and Board members may submit proposed changes directly to the Board of Directors.
 - 18.4.3.3. To propose a change to an existing ROB, present the current ROB with changes marked by double underlining to designate words proposed to be added and ~~striketrough~~ to designate words proposed to be deleted. A proposed change, as a minimum, shall include the complete ROB number (e.g., 2.106.001.2), the proposed change(s) marked as indicated above, and the reason(s) for the change(s).
 - 18.4.3.4. To propose a new ROB, present the wording for the new rule and include a statement indicating a recommended placement of the new rule within the ROB organization. Examples:
 - 18.4.3.4.1. It is recommended that this rule be placed in ROB Volume 1, Principles and Policies
 - 18.4.3.4.2. It is recommended that this rule be placed in ROB Volume 2, Standing Rules
 - 18.4.3.5. To propose rescinding an existing ROB, include in the recommendation the ROB volume in which the rule is located, the rule number or other identification code, and the wording of the rule to be rescinded.

Reference Manual, Board of Directors

18.4.4. GUIDELINES FOR REVISIONS OR AMENDMENTS TO SOCIETY DOCUMENTS

- 18.4.4.1. Certificate of Consolidation - By application to the Secretary of the State of New York.
- 18.4.4.2. Bylaws - By vote of the Society membership.
- 18.4.4.3. Rules of the Board of Directors - By motions passed by the Board of Directors.
- 18.4.4.4. Model Constitutions and Bylaws - By motions passed by Members Council.
- 18.4.4.5. In case of a conflict, the Society documents are valid in the following order:
 - 18.4.4.5.1. Certificate of Consolidation
 - 18.4.4.5.2. Bylaws
 - 18.4.4.5.3. Rules of the Board

18.5. PROCEDURE FOR CHAPTER BYLAWS UPDATING (12-01-25-11[8])

- 18.5.1. The purpose of the model constitution and bylaws is to provide a constitution and bylaws that will meet the need of any chapter and still comply with the Certificate of Consolidation, Society Bylaws, the Rules of the Board of Directors, the New York State not-for-profit law, and Federal and Georgia state laws under which ASHRAE is administered. As such, the constitution and bylaws constitute a legal document which has been approved by the ASHRAE Board of Directors and reviewed by legal counsel.

- 18.5.2. The model bylaws are flexible in that they allow the chapter certain options in the selection of dates, the appointment of committees, the selection of committee members, and the methods of election. This limited flexibility is provided to accommodate the needs of chapters, regardless of their geographic location and size.

- 18.5.3. Acceptable deviations to the model bylaws have been published to permit additional options which are based on experience and changing times in order that the chapters are given the best possible basis for successful operation.

- 18.5.4. These are the steps which should be followed in updating chapter bylaws:

Step	Responsible	Action
1.	Members Council	Provide model constitution and bylaws and list of acceptable deviations;
2.	Regional Chair	Work with chapter president (at CRC or on chapter visit) to update bylaws.
		<u>If chapter accepts changes:</u>
3.	Chapter	Board of Governors votes to accept changes; President signs and dates updated bylaws and returns to Headquarters.
4.	Staff	If chapter has indicated additional acceptable changes (see Deviations List), staff revises and returns bylaws to chapter for verification, final acceptance and signature.
		<u>If chapter requests changes or additions which are not on Deviations List</u>
5.	Regional Chair	Refer outstanding questions to staff liaison who refers to Members Council Charter and Bylaws advisor for resolution
6.	Members Council	Provide explanation and ruling to Regional Chair who communicates explanation to chapter.
7.	Chapter	Repeat step 3.
		<u>If chapter does not accept ruling:</u>
8.	Chapter	Appeal to Members Council who makes the final judgment. Direct questions concerning this procedure to Regional Chair or staff.

19. REGIONS AND CHAPTERS

19.1. REGIONAL MEETINGS AND CONFERENCES

19.1.1. A substantial portion of the operation of a region, particularly as reflected in the annual Chapters Regional Conference, is described in the Manual for Conducting Chapters Regional (Committee) Conferences.

19.1.2. DEFINITIONS

19.1.2.1. Regional Meetings: The term Chapters Regional Committee (CRC) designates a business meeting of the delegates of the chapters in a region. Workshop-type discussion may be included.

19.1.2.2. Regional Conference: A Chapters Regional Conference includes a business meeting, caucus, and workshops as needed, led by the respective Regional Vice Chairs. (e.g.; Chapter Technology Transfer, Government Affairs, Membership Promotion, Research Promotion, Student Activities, Young Engineers in ASHRAE)

19.1.3. REFERENCE

19.1.3.1. Both regional meetings and regional conferences are described in the Manual for Conducting Chapters Regional Conference (CRC Manual).

19.1.3.2. Each DRC should become familiar with this Manual to determine the DRC's responsibilities for these activities.

19.1.4. ATTENDANCE

19.1.4.1. There shall be present at each Chapters Regional Committee meeting two Society officers, including, if possible, the President, the President-Elect or the Treasurer; all such official attendees' travel expenses shall be reimbursed in accordance with the Travel Reimbursement Policy. The "team" will usually be headed by the President, the President-Elect or the Treasurer.

19.1.4.2. A chapters regional conference is an important occasion; the host chapter will have prepared for it at least a year in advance. Each of the assigned "team" should feel obligated to attend all planned functions. If bus trips are arranged, they should go "with the crowd," rather than by private car. At receptions and cocktail hours, they should "circulate," meeting everyone present, if possible. During business sessions, they should be prepared to answer delegates' questions.

19.1.4.3. Social events will frequently include a banquet and a luncheon. A prepared talk by the President, the President-Elect or the Treasurer is expected at one of these functions, and by the other "team member" at one of these or other major functions of the regional conference. These talks may be on Society affairs or progress. Although such a talk may contain paragraphs presented elsewhere, spontaneity will be improved if a separate presentation, preferably with new data, is prepared for each occasion

19.1.4.4. The number of such assignments will vary with the office and with the requirements and specific availability of staff participation. The President, the President-Elect and the Treasurer may expect to attend three to four such meetings each; the Vice Presidents will probably attend three, in addition to their own regional conferences, special meetings and optionally, those which may immediately precede or follow an Executive Committee meeting.

Reference Manual, Board of Directors

- 19.1.4.5. A Director and Regional Chair nominee may attend one CRC in another region prior to beginning their three-year term. Each Director and Regional Chair is authorized to attend a maximum of two regional conferences in another region during the first two years of the three-year term. (12-01-25-11[9])
- 19.1.4.6. The incoming Regional Chair nominee shall attend one CRC meeting prior to their term and may substitute for the outgoing Regional Chair at a CRC meeting of choice in another region in the spring of the year. (74-02-07-27)
- 19.1.4.7. The Regional Chair shall be responsible for inviting and directing the Nominating Committee Member, Alternate, and newly elected Member and Alternate to attend all meetings of the CRC, including the caucus and executive session, and the Manual for Conducting Chapters Regional Conferences shall be revised to reflect this change. (74-02-07-29)
- 19.1.4.8. The Director and Regional Chair shall have the option of sending the General Chair-Designate from the Host Chapter to a CRC Meeting in their own or another region, if the Director and Regional Chair deems it beneficial to the region, and transportation expenses shall be paid. (74-06-27-25)

19.1.5. **REPORT** (97-01-29-18)

- 19.1.5.1. It is the responsibility of the less senior officer attending a CRC to prepare a report on the conference. The report should cover such subjects as conference announcement, protocol, business meetings, technical sessions, workshops, social activities, arrangements, or any other aspect of the conference on which the officer wishes to comment. The report should also include a list of the action items from the business meeting.
- 19.1.5.2. Following the conference, the officers in attendance should meet with the Director and Regional Chair, the chair of the CRC organizing committee, the next year's chair of the CRC organizing committee, and others as appropriate (the chair of the CRC organizing committee two years into the future, visiting Society BOD members, and ASHRAE staff) to discuss the conference, its strengths and areas where and how it could be improved. The Director and Regional Chair and the chair of the CRC organizing committee should receive a copy of the officer's written report.
- 19.1.5.3. The written report should be distributed to all of the members of ExCom, and it should be an agenda item for the next meeting of the Executive Committee.

19.2. **ASSISTANCE TO CHAPTERS**

19.2.1. **MANUAL FOR CHAPTER OPERATIONS**

- 19.2.1.1. A Manual for Chapter Operations is furnished to the DRC and to chapter officers. This manual incorporates the ideas generated at the conference of the Members Council for the proper operation and direction of chapter activities
- 19.2.1.2. The DRC should assist the chapters in the use of this manual and stress the importance of complying with the procedures outlined therein. It should be followed in principle and any variations should be only those deemed essential because of local conditions.
- 19.2.1.3. At the beginning of each new Society year the DRC should personally contact each incoming chapter president and determine that each has a manual, and that the other chapter manuals have been placed in the hands of the incoming chapter officers. The DRC should also stress at this time the importance of completing and mailing the Chapter Information Questionnaire.

19.2.2. **CHAPTER MODEL BYLAWS**

Reference Manual, Board of Directors

- 19.2.2.1. Model Chapter Constitution and Bylaws have been approved by the Board of Directors.
- 19.2.2.2. The purpose of the Model Constitution and Bylaws is to provide a Constitution and Bylaws that will meet the need of any chapter and still comply with the Certificate of Consolidation, Society Bylaws, the Rules of the Board of Directors, the New York State Not-for-Profit Law, and Federal and Georgia State Laws under which ASHRAE is administered.
- 19.2.2.3. The Model Constitution and Bylaws are flexible in that they allow the chapter certain options in the selection of dates, the appointment of committees, the selection of committee members, and the methods of election. This flexibility is provided to accommodate the needs of chapters, regardless of their geographic location and size. The DRC should make sure that the chapter constitution and bylaws have been approved by Members Council, and, if they are not, that steps are taken to revise them in accordance with the Model Chapter Constitution and Bylaws. Copies of correspondence between chapters and Members Council should be sent to the DRC
- 19.2.2.4. Chapters' bylaws are updated every five years. Each DRC will receive a list of chapters in their region whose Bylaws have been updated and sent to the chapters for approval. DRCs should follow up with chapters to ensure that action is taken on the updated bylaws. The Procedure for Chapter Bylaws Updating is in 14.5

19.2.3. COMMUNICATIONS

- 19.2.3.1. Communications between the DRC and the chapters in the region are necessary in order to keep the DRC advised of the activities of the chapters; and, in order that the DRC may give to the chapters information and advice which will enable them to improve operations.
 - 19.2.3.1.1. The "Chapter Information Questionnaire" is a valuable tool to assist the DRC, the various Regional Vice Chairs and various departments at headquarters in determining which individual in the chapter to direct correspondence to. The DRC must acquire these before the beginning of the Society Year on July 1 and distribute them to all pertinent parties. The DRC must ensure that the Chapters provide revised copies when changes have been made.
- 19.2.3.2. The DRC must establish early in the term that "no answers" and "slow answers" from chapters to the DRC or the Regional Vice Chairs or other ASHRAE correspondents are not in the best interest of the chapters, the region, or the Society and represent unacceptable performance
- 19.2.3.3. Newsletters are used by the DRC for circulation to officers of the chapters within the region. The contents of such letters include decisions of the Board of Directors of the Society which are applicable to chapter operations; status of regional motions; Society activities which should be called to the attention of the chapters; and information which will help chapters to schedule speakers, develop membership, improve programs, etc. A newsletter can provide an excellent medium of interchange among chapters. (Exchange of newsletters among DRCs also gives ideas for format and content.) (99-01-27-44)
- 19.2.3.4. Questionnaires may be necessary from time to time to obtain information on chapter activities necessary for coordination or information. These questionnaires may be used for the purpose of gathering information on membership dues, number and class of members in the chapter, cost of chapter activities, and the character of special activities
- 19.2.3.5. Communication by telephone as well as by letter or electronic communication may be necessary, particularly for making arrangements for regional meetings and in coordinating activities of two or more chapters. (12-01-25-11)

Reference Manual, Board of Directors

19.2.4. VISITS TO CHAPTERS

- 19.2.4.1. Visits to chapters by the DRC, or by one of the regional officers should be made as frequently as is necessary, but not less than once per year. One visit per year should be considered official. A meeting with the chapter Board of Governors should always be a part of the official chapter visit. (92-01-29-34A/03-07-02-12)
- 19.2.4.2. Visitation with the members of the Board of Governors and with the members of the chapter provides the most effective means of measuring the quality of leadership being provided, the quality of meeting programs, and the attitude of the membership.
- 19.2.4.3. The meeting with the Board of Governors should be for the purpose of assisting them with the operations of the chapter and of resolving chapter problems. Informality and exchange of information should be the keynote of such meetings.
- 19.2.4.4. At meetings with the Board of Governors and with officers, the following subjects are typical of items that should be discussed:
 - 19.2.4.5. Chapter membership and development.
 - 19.2.4.6. Chapter programs, securing speakers, arranging social meetings, etc.
 - 19.2.4.7. Chapter finances.
 - 19.2.4.8. Chapter educational programs, cooperation with student branches and chapter support for scholarships.
 - 19.2.4.9. Emphasis on the necessity of student membership and chapter relations with local colleges to interest students in Society and professional careers.
 - 19.2.4.10. Encouragement of chapters to have meaningful continuing chapter seminars and educational programs for all levels of ability of chapter membership, including student membership.
 - 19.2.4.11. Research programs, research resources and fund-raising activities.
 - 19.2.4.12. Special projects of a regional or international scope.
 - 19.2.4.13. Consideration of members for service on Society committees, for honors and awards, for recommendation to the Nominating Committee, etc.
Any other appropriate item of conduct or operation of the chapter, the region, and the Society at large, such as Society goals, chapter membership attendance at Society meetings and CRC meetings, chapter scholarship programs, etc.
 - 19.2.4.14. In summary, reviewing the current status of the chapter relative to achieving a par performance on PAOE points in the various categories provides lively discussion with a clear objective.

19.3. REGIONAL COMMITTEES (optional)

- 19.3.1. Regional committees or subcommittees of CRCs may be established as standing or special committees, as required by circumstances. The DRC may appoint such committees, soliciting approval of the Members Council when such approval is deemed necessary or desirable.
 - 19.3.1.1. Typical subjects which may be considered by regional committees are:
 - 19.3.1.1.1. Financing of regional meetings.
 - 19.3.1.1.2. Programs for regional meetings.
 - 19.3.1.1.3. Regional sponsorship of a scholarship fund.
 - 19.3.1.1.4. Regional sponsorship of invitations for meetings of the Society in the regions and for cooperation of chapters in assisting the Conferences and Expositions Committee for such meetings. (12-01-25-11)
 - 19.3.1.1.5. Regional historical programs.

19.4. SPECIAL PROGRAMS

Reference Manual, Board of Directors

19.4.1. The DRC may be called upon from time to time to sponsor special programs in the region.

19.4.1.1. Liaison with the principal committees of the Society is an example. For example, the Membership Promotion Committee has a member who is responsible for liaison with chapters in one specific region through the DRC for the purpose of following up on delinquent members.

19.5. **CHAPTER RESPONSIBILITY AS HOST CHAPTER TO SOCIETY**

19.5.1. The DRC should assist the chapter in their region selected as Host Chapter for a Winter or Annual Meeting of the Society. The DRC should provide advice and counsel on the responsibilities of the Host Chapter and the proper organization to accomplish these responsibilities. The DRC should see to it that the chapter coordinates its activities with the assigned Society staff members. The DRC should sit at the head table during the luncheon and dinner meeting and make suitable presentations or addresses as required.

19.5.2. The Manual for Host Chapters for Society Meetings should be used by the DRC as the authority for the necessary chapter activities.

19.6. **CHAPTER OR REGIONAL ACTIVITIES RELATING TO OTHER ORGANIZATIONS**

19.6.1. It is the responsibility of the DRC to review the activities of the chapters in the region and to instruct the chapters to avoid any chapter or regional membership or affiliation with any organization where such a liaison would compromise the following regulations:

19.6.2. The following provisions of Section 501(c)(3) of the Internal Revenue Code (upon which the Society's Certificate of Consolidation and Bylaws are based):

19.6.2.1. Organized and operated exclusively for "...scientific ...or educational purposes...."

19.6.2.2. No substantial part of the activities are related to propaganda or attempts to influence legislation.

19.6.2.3. No participation in any political campaign.

19.6.3. The purposes listed in item 7(1) of the Certificate of Consolidation.

19.6.4. No chapter or region should join or affiliate with any organization if there is any appearance of the organization being engaged in commercial activities. (Manual for Chapter Operations)

19.6.5. The only exposition activities that the Society will sponsor in the U.S. shall be the International Air-Conditioning, Heating and Refrigerating Exposition jointly sponsored with AHRI. Participation in any form by a chapter or region of the Society in an Exposition in the U.S. is contrary to the contractual agreement with the International Exposition Company, and is not permissible, except as allowed by the Manual for Chapter Operations or as stipulated in License and Royalty Agreement between the American Society of Heating, Refrigerating and Air-Conditioning Engineers, Inc. and the Air-Conditioning and Refrigeration Institute and the International Exposition Company, Incorporated dated January 18, 1990 and any amendments thereto. (ROB 2.104.019.2)

19.6.6. Chapters may co-sponsor conferences subject to the *Guidelines for Co-sponsored Conferences* (ROB Volume 3)

**REPORT TO THE BOARD OF DIRECTORS
From the Building EQ Committee
As of February 5, 2023**

Recommendations for Board Approval:

1. Building EQ recommends that the Board of Directors change the Building EQ Committee structure from a Board level standing committee to a Functional Group (FG) under Technology Council effective July 1, 2023.

Fiscal Impact:

As part of this change, Building EQ committee recommends that transportation reimbursement be provided for only the chair, vice-chair, and two subcommittee chairs at only the Winter and Annual conference meetings. This would reduce the current \$15k transportation budget to roughly \$5K. **Savings = \$10K per year**

The new committee structure would still require ASHRAE staff support due to the administrative requirements of the Portal which need to be handled by staff and the associated need for staff to maintain a relationship with the committee in order to fulfill the administrative requirements.

Background:

When the Building EQ Committee was originally formed, the membership was set up to require one representative from each of the Councils and three members at large. The committee reported to the Board of Directors (BOD). This structure made sense at that time, as the committee was essentially creating a new enterprise and program for the Society. The high-level reporting structure ensured that whatever policies were being enacted aligned with the Society's mission, values, and strategic plans. While the membership requirements were relaxed over time to be more skills oriented, the committee has continued to report to the BOD.

Building EQ is now an established program with a functioning on-line portal, resulting in the evolution of the committee's role in the Society. It is now a working committee that is charged with maintaining, developing, and promoting the Building EQ Portal and program. This function is much like the function of ASHRAE's standing standards project committees (SSPCs) that maintain and develop ASHRAE's most prominent standards under continuous maintenance or like a FG. The advantage of a FG is that this structure would provide greater flexibility and stability for the membership of the committee which would, in turn, improve the committee's effectiveness..

Building EQ Committee vote: 7-0-0, CV

Information Items:

1. The Green Building Institute (GBI) (<https://thegbi.org/>) has finalized Building EQ as a pathway for Green Globes Certifications.
 - The existing rating systems for new construction and existing buildings have added alternative pathways for Building EQ as an alternative to ENERGY STAR® and/or other benchmarking processes.
 - *Green Globes for New Construction 2021 (NC 21)* has adopted ASHRAE Building EQ As Designed for international projects to evaluate building energy performance based on energy modeling inputs.
 - *Green Globes for Existing Buildings 2021 (EB 21)* has adopted ASHRAE Building EQ In Operation for use by all existing commercial buildings to benchmark against the median performance of existing US buildings of similar building use, normalized by climate and occupancy.
 - These pathways require project teams to complete the Building EQ certification and provide the resulting label to their assigned third-party Green Globes Assessor for verification to achieve their respective points.
 - A regional webinar is being developed via collaboration between Region XII and GBI to highlight the adoption of Building EQ in the Green Globes Certifications. The webinar has been scheduled for Tuesday, February 28, 2023, at 12:00pm EST.

2. Committee action on the operational carbon metrics and associated electrical site source factors is as follows:
 - As previously reported the Operational Carbon metrics were launched on May 30, 2022. Three separate metrics are now available in the system including total annual operational GHG emissions, total annual operational GHG emissions per square foot, and a Building EQ Carbon Performance Score.
 - The electrical site-source factors have been upgraded for all US locations to align with the DOE eGrid subregions and for all Canada locations to align with the Canadian provinces.
 - At this meeting, the committee approved a list of 12 countries to have their site-source factors updated using data from country specific data, the Lawrence Livermore National Lab, or other sources. That work will be completed during the remainder of SY 2022-23. The countries are: Argentina, India, Colombia, Mexico, Malaysia, UK, Singapore, Turkey, Hong Kong, South Africa, Kuwait, Pakistan.
3. The Building EQ Committee reviewed and approved a nominated submission for the 2023 Energy Genius Award. This recommended recipient has been forwarded to Honors & Awards Committee for approval at their Winter Meeting. The nominee was approved 7-0-0, CNV.
4. Several updates have been approved by the Building EQ committee and will be available in the Building EQ Portal in late Spring 2023. Expenditures were approved by the committee 7-0-0, CNV.
5. John Constantinide is working to finalize the In Operation rating for the ASHRAE HQ Building. The project now has 12 months of data that includes a full year of PV solar power and is showing Building EQ Energy and Carbon Performance Scores of 6. John Constantinide is working with an Atlanta area ASHRAE member and BEAP to complete the on-site assessment and measurements so that the project can be submitted for final approval
6. The Building EQ Committee approved an RTAR to update the University Course, *Benchmarking and Assessment of Building Energy Performance*. This course was originally developed by an Ad-hoc during Tim Wentz's Presidential Year before the Building EQ Portal was launched. The proposed updates and revisions include the course information and references, Building EQ references to the Portal, and the addition of carbon metrics. The RTAR was approved 7-0-0, CNV and has been forwarded to RAC for consideration at their Spring 2023 meeting.
7. The Building EQ Committee continues to reach out to, respond to requests from, and collaborate with a number of outside organizations. Some of these efforts include:
 - The committee continues discussions with ASHE (American Society for Healthcare Engineering) about possible collaborations and the use of Building EQ in the Treasure Hunt program. Several committee members will be meeting with ASHE representatives on Monday, February 6, at 430pm EST.
 - The Committee continues to explore the market possibilities and the technical requirements for the recently completed Application Programming Interfaces (APIs) for the Portal. The committee is looking to beta test the API prior to a broad rollout in 2023.
 - The Building EQ committee approved the completed Building Certification Evaluation application form for recognition of Building EQ within [GRESB](#) (Global Real Estate Sustainability Benchmark). The application was approved by the committee 7-0-0, CNV and will now be forwarded to GRESB for consideration.
8. The Building EQ Committee has also continued to reach out to, respond to requests from, and collaborate with various existing ASHRAE committees and grassroots groups. Some of these efforts include:
 - The inaugural winners for the Student Building EQ Competition provided a poster session at this conference and were introduced and congratulated in the Building EQ Committee meeting. The poster session is Sunday, February 5, 2023, 1:30pm-3:30pm EST.
 - The committee is collaborating with YEA on a webinar to be presented on March 1, 2023, 11:00am EST. YEA has developed a flyer to publicize the event to YEA members and students.
 - The MTG for Effective Building Operation (EBO) feels that there is a great deal of synergy between their efforts and the Building EQ Committee. The MTG feels that Building EQ would be a very useful tool for MTG.EBO to support and would like to cosponsor a live demo at an upcoming conference.

- A newly created handout has been developed and will be sent to chapter representatives and ASHRAE committees who work with Building EQ. The handout could also be used with outside groups.

9. The status of the Building EQ Committee MBO's is recapped below (next page).

February 5, 2023

Michael Deru

Date

Chair

MBO #		Description	Metric	Completion status	MBO Comments
1		Identify and reach out to grassroots, technical, and professional development entities for Building EQ Resource dissemination and increased Portal usage	Presentations Chapter programs	50%	<ul style="list-style-type: none"> ▫ GBI Regional Webinar scheduled ▫ YEA Webinar scheduled ▫ Updated information sent to DLs ▫ Working with MTG.EBO on joint programs/seminars ▫ Proposed Building EQ PAOE points for SY 23-24
2		Identify opportunities to expand BEQ Portal usage.	New features added New projects New users	30%	<ul style="list-style-type: none"> ▫ RTAR to update the University course sent to RAC ▫ Carbon metrics & updated site/source factors for additional countries in progress ▫ Portal updates to align with Standard 211 Level 1 Energy audits and improve Portal usage underway
3		Develop a plan to increase usability and scalability of Portal program applications through the use of the API	New partnerships API requests	20%	<ul style="list-style-type: none"> ▫ Finalizing Version 1 rules and technical requirements for use of API ▫ Identifying beta testers for API ▫ Working to identify market possibilities and partners for API use
4		Generate and develop shared program opportunities with outside agencies / associations	Partnership Opportunities	30%	<ul style="list-style-type: none"> ▫ Continuing conversations with IMT, ASHE, and IBPSA ▫ Collaborating with GBI on webinar and joint marketing strategy for Green Globes and Building EQ

REPORT TO BOARD OF DIRECTORS
From the Audit Committee
November 8, 2022 and February 3, 2023

Recommendations for BOD Approval:

None.

Information Items:

The Audit Committee met on November 8, 2022 and February 3, 2023 and addressed the following items:

1. ASHRAE external auditors (Jones & Kolb) presented the audit for the 2021 - 2022 Society Year. The audit indicated that the ASHRAE financial statements ending June 30, 2022 fairly represented the financial position of the society and there were no concerns raised. This report was approved by the Audit Committee and a copy of the audited financial statements is attached (Attachment A) to this report.
2. Audit Committee members reviewed and discussed ASHRAE's Conflict of Interest policy, specifically as it relates to compensation arrangements between ASHRAE and volunteer members. A proposed motion to add verbiage to the Rules of the Board to further clarify some points surrounding this issue was sent to Society Rules Committee for their review and will be discussed and developed further at the next Audit Committee meeting.
3. As part of getting a better understanding of ASHRAE's risk profile, Audit Committee members reviewed and discussed the current ASHRAE Disaster Recovery Plan (updated September 2022). There were several editorial changes that will be included for clarity but Committee members overall were ok with the current plan.

February 3, 2023

Date



Eileen Jensen, Chair

**AMERICAN SOCIETY OF HEATING,
REFRIGERATING AND AIR-CONDITIONING
ENGINEERS, INC. AND AFFILIATES**



**CONSOLIDATED FINANCIAL
STATEMENTS AND
ACCOMPANYING SUPPLEMENTAL
INFORMATION**

**FOR THE YEARS ENDED
JUNE 30, 2022 AND 2021**

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
AIR-CONDITIONING ENGINEERS, INC. AND AFFILIATES**
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

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Jones and Kolb

Certified Public Accountants
Atlanta, Georgia

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
American Society of Heating, Refrigerating and
Air-Conditioning Engineers, Inc. and Affiliates
Peachtree Corners, Georgia

Opinion

We have audited the accompanying consolidated financial statements of the American Society of Heating, Refrigerating and Air-Conditioning Engineers, Inc. and Affiliates (collectively the "Society") (a nonprofit organization), which comprise the consolidated statements of financial position as of June 30, 2022 and 2021, and the related consolidated statements of activities and changes in net assets, functional expenses and cash flows for the years then ended, and the related notes to the financial statements (the "financial statements").

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Society as of June 30, 2022 and 2021, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Society and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Society's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and, therefore, is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Society's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Society's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Jones and Kolb

November 8, 2022

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
AIR-CONDITIONING ENGINEERS, INC. AND AFFILIATES**
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
JUNE 30, 2022 AND 2021

ASSETS

	<u>2022</u>	<u>2021</u>
CURRENT ASSETS		
Cash and cash equivalents	\$ 11,000,890	\$ 8,924,147
Marketable securities	22,138,811	27,124,457
Accounts receivable, net	829,870	1,364,994
Pledges receivable	599,750	814,089
Inventory, net	313,439	574,466
Prepaid expenses	288,841	454,613
	<hr/>	<hr/>
Total current assets	35,171,601	39,256,766
	<hr/>	<hr/>
PROPERTY AND EQUIPMENT		
Land	974,500	974,500
Building	22,352,593	22,186,344
Office equipment, furniture and fixtures	1,489,907	1,489,907
Computer equipment and software	4,854,025	4,739,853
	<hr/>	<hr/>
Total	29,671,025	29,390,604
Less accumulated depreciation	(6,311,344)	(5,398,414)
	<hr/>	<hr/>
Total property and equipment	23,359,681	23,992,190
	<hr/>	<hr/>
LONG-TERM PLEDGES RECEIVABLE	3,110,500	3,290,500
	<hr/>	<hr/>
LONG-TERM INVESTMENTS	11,512,548	10,984,316
	<hr/>	<hr/>
Total assets	<u>\$ 73,154,330</u>	<u>\$ 77,523,772</u>

The accompanying notes to consolidated financial statements
are an integral part of these statements.

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
AIR-CONDITIONING ENGINEERS, INC. AND AFFILIATES**
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
JUNE 30, 2022 AND 2021

LIABILITIES AND NET ASSETS

	<u>2022</u>	<u>2021</u>
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 4,836,424	\$ 4,472,312
Notes payable - current	-	628,262
Postretirement benefit obligation - current	42,611	30,369
Annuities payable - current	5,720	6,687
Deferred dues revenue	5,185,015	4,743,341
Other deferred revenue	2,071,867	737,710
	<u>12,141,637</u>	<u>10,618,681</u>
LONG-TERM LIABILITIES		
Paycheck Protection Program loan	-	2,007,726
Notes payable	-	3,923,228
Postretirement benefit obligation	343,348	426,071
Annuities payable	6,070	10,492
	<u>349,418</u>	<u>6,367,517</u>
Total liabilities	<u>12,491,055</u>	<u>16,986,198</u>
NET ASSETS		
Without donor restrictions		
Undesignated	47,142,620	46,366,389
Board-designated	145,000	45,000
	<u>47,287,620</u>	<u>46,411,389</u>
With donor restrictions		
Purpose restrictions	1,226,607	2,768,374
Perpetual in nature	12,149,048	11,357,811
	<u>13,375,655</u>	<u>14,126,185</u>
Total with donor restrictions	<u>13,375,655</u>	<u>14,126,185</u>
Total net assets	<u>60,663,275</u>	<u>60,537,574</u>
Total liabilities and net assets	<u>\$ 73,154,330</u>	<u>\$ 77,523,772</u>

The accompanying notes to consolidated financial statements
are an integral part of these statements.

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
AIR-CONDITIONING ENGINEERS, INC. AND AFFILIATES**
CONSOLIDATED STATEMENTS OF ACTIVITIES AND NET ASSETS
FOR THE YEARS ENDED JUNE 30, 2022 AND 2021

	<u>2022</u>	<u>2021</u>
NET ASSETS WITHOUT DONOR RESTRICTIONS		
REVENUES		
Membership dues	\$ 7,865,676	\$ 7,870,725
Publication sales	3,383,500	3,521,431
Advertising income	3,492,255	2,770,808
Meetings and seminars	3,605,094	2,096,926
Contributions	2,082,788	1,888,406
Exposition income	5,431,829	-
Special projects	73,942	-
Paycheck Protection Program loan forgiveness	2,009,260	2,215,175
Other income	413,039	397,202
	<u>28,357,383</u>	<u>20,760,673</u>
NET ASSETS RELEASED FROM RESTRICTIONS	<u>400,715</u>	<u>433,644</u>
EXPENSES		
Salaries	9,118,558	9,016,381
Meetings and conferences	2,807,476	373,060
Payroll taxes and benefits	2,628,440	2,083,971
Publications and promotion	2,597,301	1,996,371
Outside services	1,987,245	1,928,072
Office expenses	1,170,802	1,224,314
Miscellaneous	1,022,127	614,616
Transportation expense	951,035	38,039
Depreciation	912,931	666,702
Research projects and grants	743,970	1,326,648
Occupancy and insurance	699,317	680,706
Awards, certificates and logo	397,855	390,687
Special projects	21,150	61,511
	<u>25,058,207</u>	<u>20,401,078</u>

The accompanying notes to consolidated financial statements
are an integral part of these statements.

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
AIR-CONDITIONING ENGINEERS, INC. AND AFFILIATES**
CONSOLIDATED STATEMENTS OF ACTIVITIES AND NET ASSETS
FOR THE YEARS ENDED JUNE 30, 2022 AND 2021

	<u>2022</u>	<u>2021</u>
CHANGE IN NET ASSETS WITHOUT DONOR RESTRICTIONS BEFORE INVESTMENT INCOME	3,699,891	793,239
INVESTMENT (LOSS) INCOME	<u>(2,823,660)</u>	<u>5,843,672</u>
CHANGE IN NET ASSETS WITHOUT DONOR RESTRICTIONS	<u>876,231</u>	<u>6,636,911</u>
NET ASSETS WITH DONOR RESTRICTIONS		
Contributions	822,093	669,094
Investment (loss) income	(1,171,908)	2,751,109
Net assets released from restrictions	<u>(400,715)</u>	<u>(433,644)</u>
CHANGE IN NET ASSETS WITH DONOR RESTRICTIONS	<u>(750,530)</u>	<u>2,986,559</u>
CHANGE IN NET ASSETS	125,701	9,623,470
NET ASSETS, Beginning of year	<u>60,537,574</u>	<u>50,914,104</u>
NET ASSETS, End of year	<u><u>\$ 60,663,275</u></u>	<u><u>\$ 60,537,574</u></u>

The accompanying notes to consolidated financial statements
are an integral part of these statements.

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
AIR-CONDITIONING ENGINEERS, INC. AND AFFILIATES
CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED JUNE 30, 2022**

	<u>Program Services</u>	<u>Management and General</u>	<u>Fundraising</u>	<u>Total Expenses</u>
Salaries	\$ 5,375,371	\$ 3,193,600	\$ 549,587	\$ 9,118,558
Meetings and conferences	2,578,273	160,000	69,203	2,807,476
Payroll taxes and benefits	1,539,224	932,100	157,116	2,628,440
Publications and promotion	2,576,652	10,900	9,749	2,597,301
Outside services	1,051,557	917,900	17,788	1,987,245
Office expenses	855,475	285,100	30,227	1,170,802
Miscellaneous	708,767	258,542	54,818	1,022,127
Transportation expense	416,129	497,600	37,306	951,035
Depreciation	538,171	319,736	55,024	912,931
Research projects and grants	743,970	-	-	743,970
Occupancy and insurance	412,246	244,922	42,149	699,317
Awards, certificates and logo	319,583	35,822	42,450	397,855
Special projects	21,150	-	-	21,150
	<u>\$ 17,136,568</u>	<u>\$ 6,856,222</u>	<u>\$ 1,065,417</u>	<u>\$ 25,058,207</u>

The accompanying notes to consolidated financial statements
are an integral part of this statement.

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
AIR-CONDITIONING ENGINEERS, INC. AND AFFILIATES
CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED JUNE 30, 2021**

	<u>Program Services</u>	<u>Management and General</u>	<u>Fundraising</u>	<u>Total Expenses</u>
Salaries	\$ 5,080,022	\$ 3,278,100	\$ 658,259	\$ 9,016,381
Meetings and conferences	372,660	400	-	373,060
Payroll taxes and benefits	1,226,144	698,700	159,127	2,083,971
Publications and promotion	1,907,564	21,900	66,907	1,996,371
Outside services	1,168,092	743,900	16,080	1,928,072
Office expenses	929,985	275,200	19,129	1,224,314
Miscellaneous	357,110	218,876	38,630	614,616
Transportation expense	639	37,400	-	38,039
Depreciation	375,634	242,393	48,675	666,702
Research projects and grants	1,326,648	-	-	1,326,648
Occupancy and insurance	53,806	626,900	-	680,706
Awards, certificates and logo	347,590	13,300	29,797	390,687
Special projects	61,511	-	-	61,511
	<u>\$ 13,207,405</u>	<u>\$ 6,157,069</u>	<u>\$ 1,036,604</u>	<u>\$ 20,401,078</u>

The accompanying notes to consolidated financial statements
are an integral part of this statement.

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
AIR-CONDITIONING ENGINEERS, INC. AND AFFILIATES**
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2022 AND 2021

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	\$ 125,701	\$ 9,623,470
 ADJUSTMENTS TO RECONCILE CHANGE IN NET ASSETS TO NET CASH AND CASH EQUIVALENTS PROVIDED BY (USED IN) OPERATING ACTIVITIES:		
Depreciation	912,931	666,702
Change in value of split-interest agreements	911	1,222
Unrealized loss/(gain) from marketable securities	11,184,721	(4,434,665)
Realized gain from marketable securities	(5,746,221)	(3,319,313)
Paycheck Protection Program loan forgiveness	(2,007,726)	(2,191,400)
Change in accounts receivable	535,124	(361,544)
Change in pledges receivables	394,339	775,752
Change in inventory	261,027	(4,797)
Change in prepaid expenses	165,772	(145,877)
Change in accounts payable and accrued expenses	364,112	(2,684,557)
Change in postretirement benefit	(70,481)	6,534
Change in deferred revenues	1,775,831	307,905
 Total adjustments	7,770,340	(11,384,038)
 Net cash and cash equivalents provided by (used in) operating activities	7,896,041	(1,760,568)

The accompanying notes to consolidated financial statements
are an integral part of these statements.

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
AIR-CONDITIONING ENGINEERS, INC. AND AFFILIATES**
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2022 AND 2021

	<u>2022</u>	<u>2021</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for the purchase of property and equipment	(280,422)	(3,614,733)
Purchases of marketable securities	(20,813,347)	(7,942,581)
Reinvested dividends and accreted interest	(1,540,819)	(937,842)
Sales/redemptions of marketable securities	21,373,080	7,879,324
	<u> </u>	<u> </u>
Net cash and cash equivalents used in investing activities	<u>(1,261,508)</u>	<u>(4,615,832)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments on notes payable	(4,551,490)	-
Proceeds from notes payable	-	6,559,216
Payments on annuities payable	(6,300)	(6,300)
	<u> </u>	<u> </u>
Net cash and cash equivalents (used in) provided by financing activities	<u>(4,557,790)</u>	<u>6,552,916</u>
CHANGE IN CASH AND CASH EQUIVALENTS	2,076,743	176,516
CASH AND CASH EQUIVALENTS, Beginning of year	<u>8,924,147</u>	<u>8,747,631</u>
CASH AND CASH EQUIVALENTS, End of year	<u>\$ 11,000,890</u>	<u>\$ 8,924,147</u>

The accompanying notes to consolidated financial statements
are an integral part of these statements.

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
AIR-CONDITIONING ENGINEERS, INC. AND AFFILIATES**
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2022 AND 2021

1. SUMMARY OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES

A. General

American Society of Heating, Refrigerating and Air-Conditioning Engineers, Inc. and Affiliates (collectively, the "Society") are international membership organizations established for the purpose of advancing the arts and sciences of heating, refrigeration, air-conditioning and ventilation and the allied arts and sciences for the benefit of the general public. A.S.H.R.A.E. Research Canada was formed by the Society for the benefit of its Canadian members and contributors. The A.S.H.R.A.E. Foundation (the "Foundation") was organized for the support and benefit of the American Society of Heating, Refrigerating and Air-Conditioning Engineers, Inc. as a tax-exempt foundation. Due to these interrelationships, the accompanying consolidated financial statements include the operations of all three organizations. The consolidated financial statements do not include the operations of chapters or regions.

B. Estimates

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

C. Cash and cash equivalents

The Society maintains cash deposits at several financial institutions in excess of federally insured limits. Management believes this risk is mitigated due to the financial viability of the institutions.

All highly liquid debt instruments purchased with an initial maturity of three months or less are classified as cash equivalents.

D. Marketable securities

Investments consist of publicly traded securities and are stated at fair value based on quoted market values.

E. Accounts receivable

Accounts receivable, net of allowances for uncollectible accounts, are recorded at the amount of cash estimated as realizable. Uncollectible accounts receivable balances are charged against

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2022 AND 2021

bad debt expense when that determination is made. Accounts receivable balances are considered delinquent based upon individual contractual terms.

Accounts receivable are recorded on the Consolidated Statements of Financial Position net of allowance for doubtful accounts of \$221,957 and \$143,487 as of June 30, 2022 and 2021, respectively.

F. Inventory

Inventory consists primarily of publications and logo merchandise and is stated at the lower of weighted average cost or market. Inventory is recorded on the Consolidated Statements of Financial Position net of a reserve of \$196,152 and \$93,575 as of June 30, 2022 and 2021, respectively.

G. Property and equipment

Property and equipment are stated at cost if purchased or fair market value if donated, less accumulated depreciation. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets after they are placed in service, which range from three to ten years for office equipment, furniture, fixtures, computer equipment and software; twenty-five to forty years for the building. Additions and replacements are charged to the property and equipment accounts, while repairs and maintenance are charged to expense as incurred.

H. Net Assets

Net assets, revenues, expenses, and gains and losses are classified based on the existence or absence of donor-imposed restrictions. The Society records contributions of cash and other assets as unrestricted income unless specifically restricted by the donor. Accordingly, net assets of the Society and changes therein are classified and reported as follows:

Net assets without donor restrictions – Net assets available for use in general operations and not subject to donor or grantor restrictions.

Net assets with donor restrictions – Net assets subject to donor-imposed restrictions. Some donor-imposed restrictions are temporary in nature; for example, restrictions that may or will be met by the passage of time or other events specified by the donor. Other donor-imposed restrictions are perpetual in nature; for example, stipulating that those resources be maintained in perpetuity. The donors of these assets permit the Society to use all of the income earned on the related investments for general or specific purposes. More specifically, items included in net assets with donor restrictions are contributions for which the restrictions have not been met.

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2022 AND 2021

When restrictions expire (that is, when a stipulated time restriction ends, or purpose restriction is accomplished), net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the Consolidated Statement of Activities and Net Assets as "net assets released from restrictions."

I. Revenue Recognition

The Society recognizes membership dues revenues over the membership period, which are for a one-year period starting when the member joins. The Society recognizes membership dues as revenue over the respective membership period of the member as membership benefits are provided ratably over the term. Memberships paid in advance are deferred until the memberships period in which they relate. The activity and balances for deferred dues revenue are as follows for the years ended June 30:

	<u>2022</u>	<u>2021</u>
Deferred dues, beginning of year	\$ 4,743,341	\$ 5,072,169
Dues recognized	(3,714,501)	(4,006,612)
Advanced dues received	<u>4,156,175</u>	<u>3,677,784</u>
Deferred dues, at end of year	<u>\$ 5,185,015</u>	<u>\$ 4,743,341</u>

Publication and advertising revenue is recognized in the period the publication or advertisement is first released. Amounts paid in advance are deferred until the period the publication or advertisement is released. Deferred revenue related to publications and advertising to be released in the next fiscal year totaled \$46,357 and \$82,639 at June 30, 2022 and 2021, respectively.

The Society recognizes revenues from meetings, seminars and expositions in the period the event is held. All amounts paid in advance are deferred to the period the event occurs. Deferred income related to meetings, seminars and expositions that will be held in the next fiscal year totaled \$2,025,510 and \$655,071 at June 30, 2022 and 2021, respectively.

Contributions are recognized as revenue when the donor makes a promise to give to the Society that is, in substance, unconditional. Unconditional pledges that are expected to be collected in future years are discounted to present value of their estimated future cash flows using present value techniques applicable to the years in which the promises are received. Conditional promises to give, that is, those with a measurable performance or other barrier and a right of return, are not recognized until the conditions on which they depend have been met.

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2022 AND 2021

J. Subsequent events

Subsequent events have been evaluated by management through November 8, 2022, the date these financial statements were available to be issued.

2. PLEDGES RECEIVABLE

Pledges receivable includes unconditional pledges of \$636,500 and \$373,495 as of June 30, 2022 and 2021, respectively. Management believes that the pledges receivable are fully collectible; therefore, no allowance for pledges receivable is provided.

During the year ended June 30, 2019 the Society began a capital campaign to assist with the costs of the renovation on the new office building (see Note 15). At June 30, 2022 and 2021, capital campaign receivables totaled \$3,073,750 and \$3,731,094, respectively, and approximated 68% of total receivables for both years. One donor accounted for approximately 98% and 94% of the total capital campaign receivable at June 30, 2022 and 2021, respectively.

Future collections on pledges receivable are as follows at June 30:

	<u>2022</u>	<u>2021</u>
Pledges receivable expected to be collected in:		
Less than one year	\$ 599,750	\$ 814,089
One to five years	2,530,500	2,500,500
Thereafter	<u>580,000</u>	<u>790,000</u>
 Total pledges receivable	 <u>\$ 3,710,250</u>	 <u>\$ 4,104,589</u>

3. FAIR VALUE OF MARKETABLE SECURITIES

U.S. generally accepted accounting principles establish a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Level 1 within the hierarchy states that valuations are based on unadjusted quoted market prices for identical assets or liabilities in active markets. As of June 30, 2022 and 2021, the only assets or liabilities that are measured at fair value on a recurring basis in periods subsequent to initial recognition are marketable securities. Such marketable securities are classified within Level 1 of the valuation hierarchy.

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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The following is a summary of Level 1 investments, stated at fair value, held at June 30:

	<u>2022</u>	<u>2021</u>
Mutual funds:		
Equity funds - Domestic	\$ 17,372,813	\$ 18,428,719
Equity funds - International	5,204,651	3,902,755
Exchange traded funds	1,851,700	3,861,252
Fixed income funds	<u>9,222,195</u>	<u>11,916,047</u>
Total mutual funds	<u>\$ 33,651,359</u>	<u>\$ 38,108,773</u>

The following schedule summarizes the composition of net investment income for the years ended June 30:

	<u>2022</u>	<u>2021</u>
Dividends and interest	\$ 1,540,819	\$ 937,872
Net unrealized (losses)/gains	(11,184,721)	4,434,665
Net realized gains	5,746,221	3,319,313
Investment fees	<u>(97,887)</u>	<u>(97,069)</u>
Total investment income	<u>\$ (3,995,568)</u>	<u>\$ 8,594,781</u>

Investments are subject to interest rate risk, credit risk and market risk. Due to the level of risk associated with certain investments, it is possible that market volatility in the near term could affect the amounts reported in the accompanying consolidated financial statements.

4. POSTRETIREMENT BENEFIT

The Society maintains an unfunded postretirement medical benefit plan that was previously offered to employees who meet certain age and service conditions. The plan pays for the cost of Medicare Part B and Supplemental coverage up to certain stated limits for up to 50% of eligible plan participants continuous years of service. The benefit payments are limited to no more than 15 years. The plan was previously frozen and currently only sixteen individuals are eligible to receive benefits.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2022 AND 2021

Reconciliations of the plan's funded status and amounts recognized in the Society's Consolidated Statements of Financial Position at June 30, 2022 and 2021 and the projected funded status at June 30, 2022 and 2021 are as follows:

	2022	2021
Accumulated postretirement benefit obligation:		
Benefit obligation at beginning of year	\$ 456,440	\$ 449,906
Interest cost	7,870	7,153
Actuarial (gain)/loss	(47,320)	30,369
Benefits paid	(31,031)	(30,988)
Change in accumulated postretirement benefit obligation	(70,481)	6,534
Total accumulated postretirement benefit obligation	\$ 385,959	\$ 456,440

The weighted-average assumptions included a discount rate of 4.00% as of June 30, 2022 and 1.75% as of June 30, 2021.

5. NOTES PAYABLE

In July 2020, the Society entered into a non-revolving master borrowing note payable with a financial institution to assist with completion of the renovation on the new building (see Note 15). The agreement provides the Society with up to \$4,000,000 of available proceeds. The Society may not reborrow amounts that have been repaid. The note, which bears interest at LIBOR plus 0.70%, is subject to twelve consecutive monthly payments of accrued interest beginning August 2020 and continuing through July 2021, followed by eighty-three monthly payments of principal, calculated and sufficient to amortize the loan balance over an 84-month period, using the loan amount advanced through the conversion date, plus accrued interest. Such payments commenced in August 2021. The effective interest rate at June 30, 2021 was 0.79%. The Society utilized the full \$4,000,000 available proceeds during the year ended June 30, 2021. The note was paid in full during the year ended June 30, 2022.

In January 2021, the Society entered into a note payable agreement with a financial institution for \$551,490. The note, which bears interest at 2.69%, requires six monthly interest only payments followed by 59 monthly payments of interest and principal of \$9,845 and matures in July 2026. The note was paid in full during the year ended June 30, 2022.

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**

6. PAYCHECK PROTECTION PROGRAM LOAN

In April 2020, the Society received loan proceeds in the amount of \$2,191,400 under the Paycheck Protection Program ("PPP") created as part of the relief efforts related to COVID-19 and administered by the Small Business Administration ("SBA"). The Society is eligible for loan forgiveness up to 100% of the loan and accrued interest, upon meeting certain requirements. During the year ended June 30, 2021, the Society applied for and received forgiveness of the entire loan amount and accrued interest from the SBA. The amount of forgiveness is presented as a component of revenues on the Consolidated Statement of Activities and Net Assets for the year ended June 30, 2021.

In February 2021, the Society received loan proceeds in the amount of \$2,007,726 from a second PPP loan. The Society is eligible for loan forgiveness up to 100% of the loan and accrued interest, upon meeting certain requirements. During the year ended June 30, 2022, the Society applied for and received forgiveness of the entire loan amount and accrued interest from the SBA. The amount of forgiveness is presented as a component of revenues on the Consolidated Statement of Activities and Net Assets for the year ended June 30, 2022. The loan was recorded as a long-term liability on the Statement of Financial Position as of June 30, 2021.

7. NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions were available for the following purposes at June 30:

	<u>2022</u>	<u>2021</u>
Subject to expenditure for specified purpose:		
Scholarships and education	\$ 1,008,765	\$ 1,971,193
Research and other	217,842	797,181
	<u>1,226,607</u>	<u>2,768,374</u>
Perpetual in nature	<u>12,149,048</u>	<u>11,357,811</u>
Total net assets with donor restrictions	<u><u>\$ 13,375,655</u></u>	<u><u>\$ 14,126,185</u></u>

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2022 AND 2021

8. LIQUIDITY

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year are composed of the following at June 30:

	2022	2021
Cash and cash equivalents	\$ 11,000,890	\$ 8,924,147
Marketable securities	20,767,204	24,311,083
Accounts receivable, net	193,370	991,499
	\$ 31,961,464	\$ 34,226,729

The Society has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. At June 30, 2022 and 2021, the Society has net assets with purpose restrictions of \$1,226,607 and \$2,768,374, respectively, and board-designated net assets of \$145,000 and \$45,000, respectively. While the Society does not intend to fully utilize these funds in the general course of business during the next year, they are available for the donor-restricted and board-designated purposes when necessary. The assets with donor restrictions and board-designated assets have not been included in the table above.

9. SAVINGS AND INVESTMENT PLAN AND PENSION EXPENSE

The Society sponsors a savings and investment plan for all eligible employees who have completed at least six consecutive months of service. All participating employees may invest any percent of their base salary in the plan up to the federal limit. The plan was amended as of December 31, 2020 to make the matching contributions made by the Society discretionary.

For the years ended June 30, 2022 and 2021, the Society contributed \$788,413 and \$294,697, respectively, to the plan, which is included in payroll taxes, benefits and personnel expense in the accompanying Consolidated Statements of Activities and Net Assets. The plan is funded as the expense is accrued. The Internal Revenue Service has determined that the plan is exempt from Federal income taxes.

10. COMMITMENTS

The research fund of the Society provides funds for various cooperative research projects conducted by colleges and universities and certain corporations. Grants of \$1,347,174 committed for the year ended June 30, 2022 and \$651,988 committed for years thereafter have been approved by the Board of Directors. During the period of performance, the Society agrees to pay the grantee installment payments based on receipt of certain deliverables agreed upon in

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
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FOR THE YEARS ENDED JUNE 30, 2022 AND 2021

the grant agreement. The grants are considered to be exchange transactions and the payments are expensed when the contracted deliverables are received.

11. ENDOWMENT

The Society's endowment consists of eight individual funds established for a variety of purposes. Endowment assets include those assets of donor-restricted funds that the Society must hold in perpetuity for a donor-specified purpose. As required by U.S. generally accepted accounting principles, net assets associated with endowment funds are classified and reported based on the existence of donor-imposed restrictions.

The Board of Directors of the Society has interpreted the Georgia Uniform Prudent Management of Institutional Funds Act of 2006 ("UPMIFA") as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Society classifies the original value of gifts donated to the permanent endowment and original value of subsequent gifts to the permanent endowment as perpetual in nature. The remaining portion of the donor-restricted endowment fund that is not classified as perpetual in nature is classified restricted until those amounts are appropriated for expenditure by the Society in a manner consistent with the stand of prudence prescribed by UPMIFA. The Board of Directors will appropriate funds from the endowment funds based on specific needs and budgeting requirements from year to year.

In accordance with UPMIFA, the Society considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- (1) The duration and preservation of the fund;
- (2) The purposes of the Society and the donor-restricted endowment fund;
- (3) General economic conditions;
- (4) The possible effect of inflation and deflation;
- (5) The expected total return from income and the appreciation of investments;
- (6) Other resources of the Society; and,
- (7) The investment policies of the Society .

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
AIR-CONDITIONING ENGINEERS, INC. AND AFFILIATES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**

The changes in endowment net assets and reconciliation to net assets with donor restrictions for the year ended June 30, 2022 are as follows:

	<u>Board- Designated</u>	<u>Purpose Restrictions</u>	<u>Perpetual in Nature</u>	<u>Total</u>
Beginning of year endowment	\$ 45,000	\$ 2,296,115	\$ 10,984,316	\$ 13,325,431
Contributions	100,000	-	454,737	554,737
Collection of prior year pledges	-	-	73,495	73,495
Investment loss	-	(1,171,908)	-	(1,171,908)
Appropriation for expenditure	-	(400,715)	-	(400,715)
End of year endowment	<u>\$ 145,000</u>	723,492	11,512,548	<u>\$ 12,381,040</u>
Pledges receivable		-	636,500	
Other net assets with donor restrictions		<u>503,115</u>	<u>-</u>	
Total net assets with donor restrictions		<u>\$ 1,226,607</u>	<u>\$ 12,149,048</u>	

The changes in endowment net assets and reconciliation to nets assets with donor restrictions for the year ended June 30, 2021 are as follows:

	<u>Board- Designated</u>	<u>Purpose Restrictions</u>	<u>Perpetual in Nature</u>	<u>Total</u>
Beginning of year endowment	\$ 45,000	\$ (21,319)	\$ 10,318,148	\$ 10,341,829
Contributions	-	-	592,420	592,420
Collection of prior year pledges	-	-	73,748	73,748
Investment earnings	-	2,751,078	-	2,751,078
Appropriation for expenditure	-	(433,644)	-	(433,644)
End of year endowment	<u>\$ 45,000</u>	2,296,115	10,984,316	<u>\$ 13,325,431</u>
Pledges receivable		-	373,495	
Other net assets with donor restrictions		<u>472,259</u>	<u>-</u>	
Total net assets with donor restrictions		<u>\$ 2,768,374</u>	<u>\$ 11,357,811</u>	

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
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The Society has adopted investment and spending policies that attempt to preserve endowment assets by using funding only when the Society determines it is prudent, such as when operating cash is insufficient. Under this policy, as approved by the Board of Directors, the endowment assets are invested in a manner that is intended to produce results that exceed common benchmarks for a balanced portfolio, while assuming a moderate level of risk.

To satisfy its long-term rate-of-return objectives, the Society relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Society targets a diversified asset allocation that places a greater emphasis on equity-based investments to achieve its long-term return objectives within prudent risk constraints.

12. TAXES

The Society and the Foundation are exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code as public charitable/educational organizations, except that they are subject to Federal and state income taxes on net unrelated business income. The Society has a tax liability of approximately \$128,000 and \$97,000 for the years ended June 30, 2022 and 2021, respectively. The Foundation had no tax liability for the years ended June 30, 2022 and 2021.

A.S.H.R.A.E. Research Canada is exempt from Canadian income taxes under Section 149 of the Canadian tax code.

13. LEASE COMMITMENT

In December 2017, the Society signed into an operating lease agreement for its Washington D.C. office. The lease is set to expire in February 2025 and the Society received rent abatement for the first six months of the term. The Society started paying base rent of \$10,292 in July 2018. The base monthly rent expense includes yearly escalation of approximately 2.5%. The Society records rent expense on the straight-line basis in accordance with GAAP. Accrued rent liability of approximately \$43,000 and \$54,000 has been included in accounts payable and accrued expenses on the Consolidated Statements of Financial Position as of June 30, 2022 and 2021, respectively. Rent expense associated with this lease was approximately \$128,000 and \$115,000 for the years ended June 30, 2022 and 2021, respectively. Future minimum rental payments required under this lease obligation are \$138,029 in 2023, \$141,489 in 2024 and \$96,089 in 2025.

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2022 AND 2021

14. FUNCTIONAL EXPENSES

The Consolidated Statements of Functional Expenses present the natural classification detail of expenses by function. Accordingly, certain costs have been allocated among the program and supporting services benefited. Therefore, these expenses require allocation on a reasonable basis that is consistently applied. Cost not directly attributable to a function, including salaries, payroll taxes, benefits, depreciation, occupancy and insurance costs, are allocated to a function based on estimated time and effort.

15. RELOCATION OF OFFICE

In December 2018, the Society purchased a new office building and land for \$4,685,000, using a portion of the proceeds from the sale of their old office building and land. The Society completed the renovation and moved into the new building during the year ended June 30, 2021 with a total cost of approximately \$23,000,000, including the purchase price of the building and land.

16. COVID-19

In March 2020, the World Health Organization declared the outbreak of a novel strain of coronavirus (COVID-19) as a pandemic, with the outbreak widespread in the U.S. In addition, multiple jurisdictions in the U.S. have declared a state of emergency. It is anticipated that these impacts will continue for some time. COVID-19 has disrupted and continues to significantly disrupt local, regional and global economies and businesses. Future potential impacts on the Society may include continued disruptions or restrictions on the Society's employees' ability to work, decline in memberships, advertising revenue and cancellation conferences, trade shows and educational courses. When possible, the Society has converted to virtual conferences and educational courses.

In October 2020 a decision was made to cancel the 2021 AHR Expo originally scheduled to be held in January 2021. Historically, this expo has resulted in royalty payments to the Society of approximately \$6,000,000 per year, approximating 22% of total consolidated revenues. The Society was able to hold the 2022 AHR Expo and other various conferences and education courses as live events.



Jones and Kolb
Certified Public Accountants
Atlanta, Georgia

INDEPENDENT AUDITOR'S REPORT
ON ADDITIONAL INFORMATION

To the Board of Directors
American Society of Heating, Refrigerating and Air-
Conditioning Engineers, Inc. and Affiliates
Peachtree Corners, Georgia

We have audited the consolidated financial statements of the American Society of Heating, Refrigerating and Air-Conditioning Engineers, Inc. and Affiliates as of and for the years ended June 30, 2022 and 2021, and have issued our report thereon dated November 8, 2022, which contained an unmodified opinion on those consolidated financial statements. Our audit was performed for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The supplemental consolidating financial statements of the American Society of Heating, Refrigerating and Air-Conditioning Engineers, Inc. and Affiliates, as of and for the year ended June 30, 2022, are presented for the purpose of additional analysis and are not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Jones and Kolb

November 08, 2022

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
AIR-CONDITIONING ENGINEERS, INC. AND AFFILIATES
CONSOLIDATING STATEMENT OF FINANCIAL POSITION
JUNE 30, 2022**

ASSETS

	General Fund	Research Fund	A.S.H.R.A.E. Research Canada	Total Research	Total A.S.H.R.A.E. and Research	A.S.H.R.A.E. Foundation	Elimination	2022 Consolidated Total All Funds
CURRENT ASSETS								
Cash and cash equivalents	\$ 10,262,428	\$ 69,948	\$ 126,065	\$ 196,013	\$ 10,458,441	\$ 542,449	\$ -	\$ 11,000,890
Marketable securities	12,092,247	5,971,092	-	5,971,092	18,063,339	4,075,472	-	22,138,811
Accounts receivable, net	776,292	26,430	27,148	53,578	829,870	-	-	829,870
Pledges receivable	573,750	-	-	-	573,750	26,000	-	599,750
Inventory, net	313,439	-	-	-	313,439	-	-	313,439
Prepaid expenses	288,841	-	-	-	288,841	-	-	288,841
Total current assets	24,306,997	6,067,470	153,213	6,220,683	30,527,680	4,643,921	-	35,171,601
PROPERTY AND EQUIPMENT	23,359,681	-	-	-	23,359,681	-	-	23,359,681
DUE (TO) FROM OTHER FUNDS	(4,719,352)	3,341,902	(153,213)	3,188,689	(1,530,663)	1,530,663	-	-
LONG-TERM PLEDGES RECEIVABLE	2,500,000	-	-	-	2,500,000	610,500	-	3,110,500
LONG-TERM INVESTMENTS	-	-	-	-	-	11,512,548	-	11,512,548
Total assets	<u>\$ 45,447,326</u>	<u>\$ 9,409,372</u>	<u>\$ -</u>	<u>\$ 9,409,372</u>	<u>\$ 54,856,698</u>	<u>\$ 18,297,632</u>	<u>\$ -</u>	<u>\$ 73,154,330</u>

See Independent Auditor's Report on Additional Information.

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
AIR-CONDITIONING ENGINEERS, INC. AND AFFILIATES
CONSOLIDATING STATEMENT OF FINANCIAL POSITION
JUNE 30, 2022**

LIABILITIES AND NET ASSETS

	<u>General Fund</u>	<u>Research Fund</u>	<u>A.S.H.R.A.E. Research Canada</u>	<u>Total Research</u>	<u>Total A.S.H.R.A.E. and Research</u>	<u>A.S.H.R.A.E. Foundation</u>	<u>Elimination</u>	<u>2022 Consolidated Total All Funds</u>
CURRENT LIABILITIES								
Accounts payable and accrued expenses	\$ 4,666,156	\$ -	\$ -	\$ -	\$ 4,666,156	\$ 170,268	\$ -	\$ 4,836,424
Postretirement benefit obligation - current	42,611	-	-	-	42,611	-	-	42,611
Annuities payable - current	-	-	-	-	-	5,720	-	5,720
Deferred dues revenue	5,185,015	-	-	-	5,185,015	-	-	5,185,015
Other deferred revenue	2,071,867	-	-	-	2,071,867	-	-	2,071,867
Total current liabilities	<u>11,965,649</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>11,965,649</u>	<u>175,988</u>	<u>-</u>	<u>12,141,637</u>
LONG-TERM LIABILITIES								
Postretirement benefit obligation	343,348	-	-	-	343,348	-	-	343,348
Annuities payable	-	-	-	-	-	6,070	-	6,070
Total long-term liabilities	<u>343,348</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>343,348</u>	<u>6,070</u>	<u>-</u>	<u>349,418</u>
Total liabilities	<u>12,308,997</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>12,308,997</u>	<u>182,058</u>	<u>-</u>	<u>12,491,055</u>
NET ASSETS								
Without donor restrictions								
Undesignated	33,138,329	9,409,372	-	9,409,372	42,547,701	4,594,919	-	47,142,620
Board-designated	-	-	-	-	-	145,000	-	145,000
Total without donor restrictions	<u>33,138,329</u>	<u>9,409,372</u>	<u>-</u>	<u>9,409,372</u>	<u>42,547,701</u>	<u>4,739,919</u>	<u>-</u>	<u>47,287,620</u>
With donor restrictions								
Purpose restrictions	-	-	-	-	-	1,226,607	-	1,226,607
Perpetual in nature	-	-	-	-	-	12,149,048	-	12,149,048
Total with donor restrictions	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>13,375,655</u>	<u>-</u>	<u>13,375,655</u>
Total net assets	<u>33,138,329</u>	<u>9,409,372</u>	<u>-</u>	<u>9,409,372</u>	<u>42,547,701</u>	<u>18,115,574</u>	<u>-</u>	<u>60,663,275</u>
Total liabilities and net assets	<u>\$ 45,447,326</u>	<u>\$ 9,409,372</u>	<u>\$ -</u>	<u>\$ 9,409,372</u>	<u>\$ 54,856,698</u>	<u>\$ 18,297,632</u>	<u>\$ -</u>	<u>\$ 73,154,330</u>

See Independent Auditor's Report on Additional Information.

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
AIR-CONDITIONING ENGINEERS, INC. AND AFFILIATES**
CONSOLIDATING STATEMENT OF ACTIVITIES AND NET ASSETS
FOR THE YEAR ENDED JUNE 30, 2022

	<u>General Fund</u>	<u>Research Fund</u>	<u>A.S.H.R.A.E. Research Canada</u>	<u>Total Research</u>	<u>Total A.S.H.R.A.E. and Research</u>	<u>A.S.H.R.A.E. Foundation</u>	<u>Elimination</u>	<u>2022 Consolidated Total All Funds</u>
NET ASSETS WITHOUT DONOR RESTRICTIONS								
REVENUES								
Membership dues	\$ 7,708,085	\$ 157,591	\$ -	\$ 157,591	\$ 7,865,676	\$ -	\$ -	\$ 7,865,676
Publication sales	3,383,500	-	-	-	3,383,500	-	-	3,383,500
Advertising income	3,492,255	-	-	-	3,492,255	-	-	3,492,255
Meetings and seminars	3,605,094	-	-	-	3,605,094	-	-	3,605,094
Contributions	362,556	1,757,524	188,416	1,945,940	2,308,496	101,491	(327,199)	2,082,788
Exposition income	5,431,829	-	-	-	5,431,829	-	-	5,431,829
Special projects	73,942	-	-	-	73,942	-	-	73,942
PPP loan forgiveness	2,009,260	-	-	-	2,009,260	-	-	2,009,260
Other income	415,525	-	-	-	415,525	(2,486)	-	413,039
Total revenues	<u>26,482,046</u>	<u>1,915,115</u>	<u>188,416</u>	<u>2,103,531</u>	<u>28,585,577</u>	<u>99,005</u>	<u>(327,199)</u>	<u>28,357,383</u>
NET ASSETS RELEASED FROM RESTRICTIONS								
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>400,715</u>	<u>-</u>	<u>400,715</u>
EXPENSES								
Salaries	8,549,009	569,549	-	569,549	9,118,558	-	-	9,118,558
Meetings and conferences	2,802,310	5,166	-	5,166	2,807,476	-	-	2,807,476
Payroll taxes and benefits	2,500,119	128,321	-	128,321	2,628,440	-	-	2,628,440
Publications and promotion	2,588,699	8,602	-	8,602	2,597,301	-	-	2,597,301
Outside services	1,987,245	-	-	-	1,987,245	-	-	1,987,245
Office expenses	1,151,478	19,324	-	19,324	1,170,802	-	-	1,170,802
Miscellaneous	972,685	49,442	-	49,442	1,022,127	-	-	1,022,127
Transportation expense	915,532	35,503	-	35,503	951,035	-	-	951,035
Depreciation	912,931	-	-	-	912,931	-	-	912,931
Research projects and grants	160,515	395,039	188,416	583,455	743,970	-	-	743,970
Occupancy and insurance	699,317	-	-	-	699,317	-	-	699,317
Awards, certificates and logo	190,372	42,450	-	42,450	232,822	492,232	(327,199)	397,855
Special projects	21,150	-	-	-	21,150	-	-	21,150
Allocation of overhead and BOD	(740,914)	740,914	-	740,914	-	-	-	-
Total expenses	<u>22,710,448</u>	<u>1,994,310</u>	<u>188,416</u>	<u>2,182,726</u>	<u>24,893,174</u>	<u>492,232</u>	<u>(327,199)</u>	<u>25,058,207</u>

See Independent Auditor's Report on Additional Information.

**AMERICAN SOCIETY OF HEATING, REFRIGERATING AND
AIR-CONDITIONING ENGINEERS, INC. AND AFFILIATES**
CONSOLIDATING STATEMENT OF ACTIVITIES AND NET ASSETS
FOR THE YEAR ENDED JUNE 30, 2022

	<u>General Fund</u>	<u>Research Fund</u>	<u>A.S.H.R.A.E. Research Canada</u>	<u>Total Research</u>	<u>Total A.S.H.R.A.E. and Research</u>	<u>A.S.H.R.A.E. Foundation</u>	<u>Elimination</u>	<u>2022 Consolidated Total All Funds</u>
TRANSFERS BETWEEN FUNDS	(1,500,000)	1,500,000	-	1,500,000	-	-	-	-
CHANGE IN NET ASSETS WITHOUT DONOR RESTRICTIONS BEFORE INVESTMENT LOSS	2,271,598	1,420,805	-	1,420,805	3,692,403	7,488	-	3,699,891
INVESTMENT LOSS	(1,571,233)	(775,775)	-	(775,775)	(2,347,008)	(476,652)	-	(2,823,660)
CHANGE IN NET ASSETS WITHOUT DONOR RESTRICTIONS	700,365	645,030	-	645,030	1,345,395	(469,164)	-	876,231
NET ASSETS WITH DONOR RESTRICTIONS								
Contributions	-	-	-	-	-	822,093	-	822,093
Investment loss	-	-	-	-	-	(1,171,908)	-	(1,171,908)
Net assets released from restrictions	-	-	-	-	-	(400,715)	-	(400,715)
CHANGE IN NET ASSETS WITH DONOR RESTRICTIONS	-	-	-	-	-	(750,530)	-	(750,530)
CHANGE IN NET ASSETS	700,365	645,030	-	645,030	1,345,395	(1,219,694)	-	125,701
NET ASSETS, Beginning of year	32,437,964	8,764,342	-	8,764,342	41,202,306	19,335,268	-	60,537,574
NET ASSETS, End of year	<u>\$ 33,138,329</u>	<u>\$ 9,409,372</u>	<u>\$ -</u>	<u>\$ 9,409,372</u>	<u>\$ 42,547,701</u>	<u>\$ 18,115,574</u>	<u>\$ -</u>	<u>\$ 60,663,275</u>

See Independent Auditor's Report on Additional Information.



2022-23 Committee Appointments & Election Reference

Committees Reporting to Board of Directors

BOD ExO = Ex Officio Board of Directors, CO = Coordinating Officer, DAL = Director-at-Large, RAL = Region-at-Large, Mbr = Member, RMCR = Region Members Council Representative, NVM = Non-voting Member

Audit Committee

Eileen Jensen, Chair
Adrienne Thomle*
Cheng Wee Leong*
Craig Wright, Staff Liaison

Building Energy Quotient

Chris Balbach, Chair
Michael Deru, Vice Chair
Trent Hunt
Mahroo Eftekhari
Rupesh Iyengar*
Supriya Goel*
Jaideep Karnick*
Doug Cochrane*
Charles Eley, Consultant
Sarah Maston, CO*
Lilas Pratt, Staff Liaison

Development Committee

Tiffany Bates Abruzzo , Chair
Bill McQuade, Vice Chair
Mike Beda, Life Members Club
Janice Means, Scholarship Trustee*
Dave Branson, College of Fellows
Matt Rowe, RP ExCom
Aakash Patel, RP ExCom
Lester Periera, RP ExCom *
Tom Watson, Foundation ExCom
Don Colliver, Foundation ExCom
Bill Harrison, Foundation ExCom
Dacrcy Carbone, Member-at-Large*
Bogi Setty, Member-at-Large
Pankaj Dharkar, Member-at-Large*
Billy Austin, CO*
Kim Mitchell, Chief Development Officer

Finance Committee

Dennis Knight*
Doug Cochrane
Michael Cooper
Bill Dean
Dunstan Macauley, VP*
Sarah Maston, VP*
Ahmed Alaa Eldin Mohamed
Don Brandt*
Craig Wright, Staff Liaison

Planning Committee

Heather Platt Gulledge, Chair
Stephanie Kunkel, Vice Chair
Farhan Mehboob*
Jake Kopocis*
Michael Patton*
Chad Smith*
Ahmed Alaa Eldin Mohamed
Blake Ellis
Wade Conlan
Andres Sepulveda
Trent Hunt
Mark Miller
Dunstan Macauley, CO*
Jeff Littleton, NVM, EVP
Kim Mitchell, Staff Director*
Chandrias Jolly, Staff Liaison

Society Rules Committee

Ken Cooper, Chair
Ronald Gagnon , Vice Chair
Spencer Morasch *
Mike Bilderbeck
Bert Philips
Adrienne Thomle
Ashish Rakheja, CO*
Chandrias Jolly, Staff Liaison

*** = New Member**

Note: Appointments determined to be in conflict with applicable Rules of the Board for membership qualifications or committee composition are subject to change unless appropriate waivers of the rules are obtained.

Committees Reporting to Members Council

Chapter Technology Transfer Committee

Mohammad Al Tassi, Chair
 Daniel Robert, Vice Chair
 Andrew Reilman, Vice Chair
 Frank Rivera (I)
 Abhishek Khurana(II)*
 Matthew Archey (III)
 Chris Adams (IV)
 Arunabha Sau (V)
 Elizabeth Zakelj (VI)
 Grant Page (VII)
 Ken Shifflett (VIII)
 Abigail Brophy (IX)
 Tyler Bradshaw (X)
 Janice Peterson (XI)
 Thaigo Portes (XII)
 Sivakumar Gadam (XIII)*
 Mahroo Eftekhari (XIV)
 Osama Atef Khayata(RAL)*
 John Constantinide, Chap. Progs. Coord.
 Heric Holmes, Web Broadcast Coord.
 Wei Sun, BOD ExO*
 Ginger Scoggins, CO*
 Rhiannon Masterson, Staff Liaison

Communications Committee

Jessica Mangler, Chair
 Anuj Gupta, Vice Chair
 Nissun Feiner*
 Kinga Hydras*
 Eleazar Rivera
 Thursten Simonsen
 Nikolaos Spiridonos Giannitsanos
 Daniel Bourque
 Devin Abellon, BOD ExO*
 Ginger Scoggins, CO*
 Joslyn Ratcliffe, Staff Liaison

Conferences & Expositions Committee

Christine Reinders – Caron, Chair
 Raul Simonetti, Vice Chair
 Gary Debes
 James Liston*
 NG Yong Kong*
 Ehab Mamdouh*
 Aaron Boranian*
 Joe Chow*
 Atilla Biyikoglu*
 Craig Bradshaw*
 Ahmed Abdel Salam
 Nohad Boudani
 Marites Calad
 Kristen Cetin
 Brian Fronk
 Lina Hashem
 Alekhya Kaianathbhatta
 Rafi Karim
 Suzanne LeViseur
 Maggie Moninski
 Scott Peach
 Anoop Peediyakkan
 Elbert Phillips
 Erik Sanchez
 Som Shrestha
 Davide Ziviani
 Devin Abellon, BOD ExO*
 Ginger Scoggins, CO *
 Tony Giometti, Staff Liaison

Government Affairs Committee

Darryl Boyce, Chair
 Robert Hoadley, Vice Chair
 Basel Anbari, Members Council Rep.*
 Cindy Callaway, PubEd Council Rep.*
 Chris Phelan, Tech Council Rep.*
 Nanette Lockwood, Member-at-Large
 Meghan McNulty, Member-at-Large
 Mike Wolf, Member-at-Large
 Thomas Reyes (I)
 Mike Genin (II)
 RJ Hartman (III)
 Weston Hockaday (IV)*
 Louis Van Belle (V)
 Beth Tomlinson (VI)
 Jess Gardner (VII)
 Damon McClure (VIII)

Honors and Awards Committee

Isabelle Lavoie, Chair
 Maged Hashem*
 Mohammad Tassi*
 Karine Leblanc*
 Dan Rogers
 Alyse Falcolner
 Tom Phoenix
 Ben Leppard
 Mohammed Abass Sajid
 Adam Davis
 Wei Sun, BOD ExO*
 Ginger Scoggins, CO*
 Rhiannon Masterson, Staff Liaison

Membership Promotion Committee

Genevieve Lussier, Chair
 Daniel Chudecke, Vice Chair
 Jason Urso, Vice Chair
 Chonghui Liu (I)*
 Frank Mesciek (II)*
 Rob Druga (III)
 Timothy G. Cannon (IV)
 Jake Taylor (V)*
 Fiona Martin (VI)
 Steve Grant (VII)
 Ron McCarty (VIII)*
 Mark Penchoff (IX)*
 Nicolas Rosner (X)
 TBD (XI)*
 Esteban Baccini (XII)
 Sam C.M. Hui (XIII)

*** = New Member**

Note: Appointments determined to be in conflict with applicable Rules of the Board for membership qualifications or committee composition are subject to change unless appropriate waivers of the rules are obtained.

Government Affairs Committee
Cont'd

Peter Koneck-Wilwerding (IX)*
~~Ryan Carlson (X)*~~ Tracey Jumper 1/4/23 (X)
 Daryl Glen Collerman (XI)*
 Timothy Theriault (XII)
 Yew T.A. Sin (Albert)(XIII)
 George Pantelidis (XIV)
 Ahmed Bolbol(RAL)*
 Sonya Pouncy, Commun. Coord.
 Ken Fulk, BOD ExO*
 Dennis Knight, CO*
 Alice Yates, Staff Liaison

Membership Promotion Committee Cont'd

Triantafyllos Triantafyllopoulos (XIV)
 Nitin Naik (RAL)
 Eileen Jensen, BOD ExO*
 Ginger Scoggins, CO*
 Daniel Gurley, Staff Liaison

Research Promotion Committee

Matt Rowe, Chair
 Aakash Patel, 1st Vice Chair
 Lester Pereira, 2nd Vice Chair
 Heather Schopplein, 3rd Vice Chair
 Haley Goslinga, 4th Vice Chair
 Andrew E. Manos (I)
 Ibrahim Semhat (II)
 Laura Petrillo-Groh (III)
 Brian Justice (IV)*
 Paul Fernandez (V)
 Haley Goslinga (VI)
 Jennings Davis (VII)*
 Chris Dolan (VIII)
 Dahl Carmichael (IX)
 Kevin Baldwin (X)
 John Farley (XI)
 Javier Korenko(XII)*
 Swei Keong Chea (XIII)
 Daniel Coakley (XIV)
 Adeeba Mehboob (RAL)
 Kishor Khankari, BOD ExO
 Ginger Scoggins, CO*
 Julia Mumford, Staff Liaison

Student Activities Committee

Mai Anh Dao, Chair
 Kellie Huff, Vice Chair
 Ashley Keller (I)*
 Elizabeth Primeau (II)
 Andy Hobson (III)*
 Adam Blake Parker (IV)
 Bob Snow (V)
 Kevin Summers (VI)*
 Nancy McBee (VII)
 Jacky Hay (VIII)*
 Shaun Nienhueser (IX)
 Omar Rojas (X)
 Tracy McKeon (XI)
 Walter Lenzi (XII)
 Fu Jen Wang (XIII)
 Aleksandar Andjelkovic (XIV)
 Yashkumar Shukla (RAL)*
 Dennis O'Neal, Accred. Rep/ABET Board
 Mansour Zenouzi, Accred. Rep/ABET
 EAC
 Robert Bittle, Accred.Rep/ABET ETAC
 Eileen Jensen, BOD, ExO*
 Ginger Scoggins, CO*
 Katie Thomson, Staff Liaison

Young Engineers in ASHRAE Committee

Madison Schultz, Chair
 Branislav Cvijetinovic, Senior Vice Chair
 Bruno Martinez, Junior Vice Chair
 Elizabeth Jedrlinic (I)
 Alekhya Kaianathbhatta (II)
 Carrie Anne Monplaisir (III)
 Kimberly Pierson (IV)
 Paul Fernandez (V)*
 Drew Samuels (VI)*
 Robert Hangen (VII)
 Marisa Kamstra (VIII)
 Marie VanderVliet (IX)*
 Elise Kiland (X)
 Cailin MacPherson (Noll) (XI)
 Kieron Nanan (XII)*
 Chak Mou Lam (XIII)*
 Joshua Vasudevan (XIV)*
 Eman Mamdouh (RAL)
 Menatella Mohamad, Member-at-Large *
 Chris Krieps, Member-at-Large
 Kellie Huff, Student Activities Liaison
 Jason Urso, Membership Promotion Liaison
 Ron Gagnon, BOD ExO*
 Ginger Scoggins, CO*
 Jeanette McCray, Staff Liaison

*** = New Member**

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Committees Reporting to Publishing and Education Council

Certification Committee

Kim Cowman, Chair
Nick Armstrong, Vice Chair
Suz Ann Arroyo
Greg Jones*
Vikram Murthy *
Carlos Mitroga*
Keith Reihl*
Apichit Lumertpongpana*
Grant Page
Rodrigo Arias
Badri Patel
Mark Tome, BOD ExO *
Dunstan Macauley, CO *
Tim Kline, Staff Liaison

Historical Committee

Nissun Feiner, Chair
Tom Pollard, Vice Chair
Andy Pearson*
Khalid Gulzar*
Norman Grusnick
Wei Sun
Akinbowale O. Soluade*
Art Giesler, ExO*
Dunstan Macauley, CO *
Julia Harr, Staff Liaison

Training and Education Committee

Jim Vallort, Chair
Jesse Fisher, Vice Chair
Terry Schroeder*
Adeeba Mehboob*
Kozen Law*
Zeeshan Ahmad Siddiqui*
Tim Ashby *
Jim Piscopo*
Ashley Weekly
Tahir Raza
Jason Alfonso
Kimberly Pierson
Dru Crawley, BOD ExO*
Don Brandt, CO*
Karen Murray, Staff Liaison

Publications Committee

Gerardo Alphonso, Chair
Vinay Ananthachar, Vice Chair
Cameron Labunski
Kurt Monteiro*
Jennifer Isenbeck*
Steve Kavanaugh*
Kay Thrasher
Atilla Biyikoglu
Javier Korenko
George Pantelidis
Mohamed Eltaieb Ibrahim*
AlagraaMegan Tosh
Blake Ellis, BOD ExO*
Dunstan Macauley, CO*
Cindy Michaels, Staff Liaison

* = New Member

Committees Reporting to Technology Council

Environmental Health Committee

Nick Clements*
Bill Bahnfleth/ Past STDs*
Brendon Burley
Junjing Yang
Farhad Memarzadeh*
Ken Mead *
Osama Khataya*
Jon Cohen
Clareesa Lucas
Stephanie Taylor
Don Weekes/ Past RAC
Marwa Zaatari/ Past TC Chair
Mark Ereth
Linda Lee
Corey Metzger
Wade Conlan, BOD ExO*
Sarah Maston, CO*
Steve Hammerling, Staff Liaison

Refrigeration Technology Committee for Comfort - Process - Cold Chain

Dustin Lilya, Chair
Steve Kujak, Vice Chair
Doug Scott*
Apichit Lumlertpongpana*
Anish Simha*
Xudong Wang*
Harshal Surange
Ayman Taha Hussein Eltalouny
Didier Coulomb
Roberto Aguilo
Kashif Nawaz
Nicole Dunbar
Wade Conlan*
Wade Conlan, BOD ExO*
Sarah Maston, CO*
Mike Vaughn, Staff Liaison

Residential Buildings Committee

Bill Healy, Chair
Chandra Sekhar, Vice Chair
Mike Pouchak*
Jaap Hogeling*
Yash Kumar Shukla*
Philip Fairey*
Bjarne Olesen
Mark Lawrence
J. Stephen Saunders
Steven Emmerich
Carol Marriott
Rachel Romero
Mike Blanford
Adrienne Thomle, BOD ExO
Sarah Maston, CO*
Lilas Pratt, Staff Liaison

* = New Member

For Information Only Members Elected to Committees

Standards Committee

Susanna Hanson, Chair
Jonathan Humble, Vice Chair
Thomas E. Cappelin (23)
Douglas D. Fick (23)
Srinivas Katipamula (23)
~~Essam Khalil~~ Pat Marks 9/13/22 (23)
Cesar Lim (23)
Bill Bahnfleth(23)
Christian R. Taber (23)
Gerald Kettler (24)
David (Dave) Robin (24)
Jay Kohler (24)
Jim Lutz (24)
Julie Majurin (25)
Larry Markel (25)
Gwelen Paliaga (25)
Justin Prosser (25)
Margaret Mathison(25)
Patricia Graef (25)
Paul Lindahl (25)
William F. Walter (25)
Kathleen Owen (26)*
Jennifer Isenbeck (26)*
Phillip Johnson (26)*
Karl Peterman (26)*
Jaap Hogeling (26)*
Chris Seeton (26)*
Paolo M. Tronville (26)*
Steve Sill, BOD ExO
Sarah Maston, CO*
Connor Barbaree, Staff Liaison

Research Administration Committee

Omar Abdelaziz, Chair
Bill Murphy, Vice Chair
Ahmed Kashef (23)
William J. Hutzel (23)
Lorenzo Cremaschi (23)
Chee Sheng Ow (23)
Jin Jin Wen (24)
Stefan Ebel (24)
Natascha Milesi-Ferretti (24)
Roland Charneux (25)
James Bogart (25)
Carl F. Huber (26)
Doug Scott (26)
Dennis R. Landsberg (26)
Hywel Davies, Consultant (23)
Xuding Wang, Consultant (23)
Tyler Glesne, BOD ExO*
Sarah Maston, CO*
Michael Vaughn, Staff Liaison

Technical Activities Committee

Craig Messmer, Chair
James Bennett, Vice Chair
Pat Marks (26)
Vikrant Aute (26)
Tina Brueckner (26)
Birol Kilkis (26)
Charles Henck (23)
Jon J. Cohen (23)
Kevin B Mercer (23)
Brad Cochran (24)
Satheesh Kulankara (24)
Kevin Marple (24)
Douglas Reindl (25)
David Meredith (25)
Daniel Dettmers (25)
Corey Metzger (25)
Luke Leung, BOD ExO
Sarah Maston, CO*
Steve Hammerling, Staff Liaison

* = New Member

For Information Only Members Elected to Committees (Continued)

Handbook Committee

David Scott Fisher, Chair
Harris Sheinman, Vice Chair

Subcommittee for 2023 HVAC Applications Handbook

Harris Sheinman, SubC. Chair
Eric W. Adams
Brian C. Krafthefer
Gusaran D. Mathur
Kashif Nawaz
Joseph Sanders

Subcommittee for 2024 HVAC Systems and Equipment Volume Handbook

Joseph Furman, SubC. Chair
Derek Crowe
Nicolas Lemire
Ahmed A. Medhat
Satish Iyengar
Chee Sheng Ow

Subcommittee for 2025 Fundamentals Handbook

Stephanie Mages, SubC. Chair
Sonya Pouncy
Caroline Calloway
Frederich Granzow
Marija Todorovic*
Jeff Boldt

Subcommittee for 2026 Refrigeration Handbook

Adrienne Thomle, SubC. Chair*
Drake Erbe*
Kevin Muldoon*
Cameron Labunski*
Vance Payne*
Zheng O'Neill*

Chris Gray, BOD ExO*
Dunstan Macauley, CO*
Heather Kennedy, Staff Liaison

*** = New Member**

For Information Only Members Elected / Appointed to Councils

Members Council

Ginger Scoggins, Chair, President-Elect
Dennis Knight, Vice Chair, Treasurer
Devin Abellon, Mbr., Director (23)
Ken Fulk, Mbr., Director (23)
Eileen Jensen , Mbr., Director (23)*
Kishor Khankari , Mbr., Director (23)
Ronald Gagnon, Mbr., Director (23)
Wei Sun , Mbr., Director (23)*
Charles J. Bertuch, III RMCR (I) (24)
Danny Castellan RMCR (II) (24)
Sherry Abbott-Adkins RMCR (III) (24)
Heather Platt Gulledege RMCR (IV)(25)
Julia Timberman RMCR (V) (25)
Maggie Moninski RMCR (VI) (25)
Scott Peach RMCR (VII) (23)
Joseph Sanders RMCR (VIII) (23)
Kevin Amende RMCR (IX) (23)
Burton (Buzz) Wright RMCR (X) (23)
Rob Craddock RMCR (XI) (24)
Tulia Rios RMCR (XII) (25)
Ong Ching Loon RMCR (XIII) (25)
Ioan Siliviu Dobosi RMCR (XIV) (23)
Mohamed Basel Anbari RMCR (RAL) (24)
Joyce Abrams, Staff Liaison

(In addition to the above voting members, this council includes chairs of committees reporting to the council as non-voting members, a Planning Committee liaison, and a Developing Economies consultant.)

Publishing and Education Council

Dunstan Macauley, Chair, Vice President
Billy Austin, Vice Chair, Vice President
Art Giesler, Mbr., Director (23)*
Mark Tome, Mbr., Director (23)
Chris Gray, Mbr., Director (23)*
Blake Ellis, Mbr., Director (23) *
Dru Crawley, Mbr., Director (23)*
Suzanne LeViseur, Mbr., Past Cert. (24)
Cindy Callaway, Mbr., Past Handbook (23) *
Jason Alphonso, Mbr., Past Train. and Educat. (24)
Mark Fly, Mbr., Past Publications (23) *
Mark Owen, Staff Liaison

(In addition to the above, this council includes chairs of Committees reporting to the council as voting members (excluding the Historical Committee Chair) and Vice-Chairs as non-voting members, a Planning Committee liaison, and a Developing Economies consultant.)

Technology Council

Sarah Maston, Chair, Vice President
Ashish Rakheja, Vice Chair, Vice President
Tyler Glesne, Mbr., Director (23)
Wade Conlan, Mbr., Director (23)
Adrienne Thomle Mbr., DAL (23)
Luke Leung, Mbr, DAL (23)
Steve Sill, Mbr, DAL (23)
Paul Francisco, Mbr, Past Standards (24)
David Yashar, Mbr, Past RAC (23)
Costas Balaras, Mbr, Past DRC (25)
Carl Huber, Mbr, Past TAC (25)
Larry Smith, Mbr-at-Large (25)
Chris Phelan, Mbr-at-Large (24)
Wei Sun, Mbr-at-Large, (23)
Stephanie Reiniche, Staff Liaison

(In addition to the above voting members, this council includes chairs and vice chairs of committees reporting to the council as non-voting members, a Planning Committee liaison, and a Developing Economies consultant.)

*** = New Member**

For Information Only
2022-23 Nominating Committee

Chuck Gullede, Chair
Mick Schwedler, Vice Chair

Region Members

I Joseph L. Furman
II Isabelle Lavoie
III ~~Daniel C. Pettway~~ James Grant 10/17/22
IV Jimmy Leonida
V Lee Millies
VI Mark Miller
VII Kay Thrasher
VIII Mark Fly
IX Trent Hunt
X Marites Calad
XI Jeff Hurd
XII Dan Rogers
XIII Dominador G. Castro, Jr.
XIV Eduardo Maldonado
RAL Krishnan Viswanath

Region Alternates

(Selected by Regions)

I Richard E. Vehlow
II Nicolas Lemire
III ~~James Grant~~ Roger K. Jones 10/17/22
IV Chuck Curlin
V Jack Kibort
VI Fiona McCarthy
VII Michael Cooper
VIII Chris Ahne
IX Jonathan Smith
X Robert Kunkel
XI Greg Fluter
XII Eduardo Congos
XIII Han Guan Den Low
XIV Bratislav Blagojevic
RAL Abbass Sajid

Members

Julia Keen-IX
Sheila Hayter – IX
T. David Underwood – II
Karine Leblanc – X
Timothy C. Dwyer – XIV
Bjarne Olesen – XIV
~~Boggarm Setty – III~~ William K. Dean – XI 10/28/22
~~William K. Dean – XI~~ Nohad Boudani - RAL 10/31/22

Alternates

(Elected by BOD)

~~Nohad Boudani – RAL~~ Francis A. Mills – XIV 10/28/22
~~Francis A. Mills – XIV~~ Cesar L. Lim- XIII 10/28/22
~~Cesar L. Lim – XIII~~ Pat Graef – XII 10/28/22
~~Pat Graef – XII~~ John Nix – XII 10/28/22
~~John Nix – XII~~ Jennifer Leach – III 10/28/22
~~Jennifer Leach – III~~ Guy Perreault – II 10/28/22
~~Edward Tsui – XIII~~ Maged Fouad – RAL 10/31/22
~~T. Randall Jones~~ Ade Awujoola – RAL 11/4/22

Candace DeV Vaughn, Staff Liaison

* = New Member



2022-23 Presidential Appointments

Appointments as displayed are for the 2022-2023 Society year and include ASHRAE Representatives, Intersociety Representatives, Coordinating Groups, Liaison Committees, BOD Ad Hocs, and Task Groups.

As of November 1, 2022

***MOU with ASHRAE**

Intersociety/ ASHRAE Reps.		
Group/ Committee Name	Appointees	Appointed Position
AABC / ACG / EMA	Wade Conlan	ASHRAE Representative
American Council of Engineering Companies (ACEC)	Billy Austin	ASHRAE Representative
AIA Liaison Committee	Tim Wentz	Chair
	Dan Nall	Member
	Dennis Knight	Member
	Ginger Scoggins	Member
	Ashish Rakheja	Member
	Lance Davis	Member
	Joyce Abrams	Staff Liaison
AiCARR ASHRAE Group	Farooq Mehboob	President
	Ginger Scoggins	President-Elect
	Dennis Knight	Treasurer
	Jeff Littleton	Executive Vice President
ASE Buildings Subcommittee	Alice Yates	ASHRAE Representative
American Society for Healthcare Engineering (ASHE)	Traci Hanegan	ASHRAE Representative
APPA	Dunstan Macauley	ASHRAE Representative
	Darryl Boyce	Consultant
BOMA	Sarah Maston	ASHRAE Representative
Building Decarb. Conference Rep. (Greece)	Tom Phoenix	ASHRAE Representative
CIBSE/ASHRAE Liaison Subcommittee	Farooq Mehboob	Member
	Ginger Scoggins	Member
	Dennis knight	Member

	Jeff Littleton	Executive Vice President
CIBSE/ASHRAE Workgroup	Tim Wentz	Member
	Sheila Hayter	Member
CIBSE/ASHRAE/REHVA Workgroup	Andres Sepulveda	Chair
	Mick Schwedler	Member
	Dennis Knight	Member
	Ginger Scoggins	Member
	Jeff Littleton	Executive Vice President
Department of Energy's (DOE's) Building Technologies Office (BTO) - Energy Efficiency and Resilience in the Built Environment TAG	Sheila Hayter	ASHRAE Representative
Efficient and Healthy Schools Program Partnership with DOE	John Constantine	Chair
Facility Guidelines Institute (FGI)	Heather Platt Gullledge	Liaison/ ASHRAE Representative
Global Cold Chain Alliance (GCCA)	Harshal Surange	ASHRAE Representative
IEQ-GA Global Alliance (IEQ)	Corey Metzger	ASHRAE Representative
	TL Chen	Alternate ASHRAE Representative
International District Energy Association (IDEA)	TBD	ASHRAE Representative
International Facility Management (IFMA)	Chris Gray	ASHRAE Representative
International Network for Women in Cooling initiative (INWIC)	Sarah Maston	ASHRAE Representative
	Sheila Hayter	ASHRAE Representative
New Buildings Institute	Mick Schwedler	ASHRAE Representative
National Council of Examiners for Engineering and Surveying (NCEES) - Mechanical Engineering Examination	David Meredith	Exam Writer
National Council of Examiners for Engineering and Surveying (NCEES) - POLC LTW	Doug Fick	ASHRAE Representative
National Council of Examiners for Engineering and Surveying (NCEES) - Architectural Engineering Examination	Tom Lawrence	Item Writer
National Environmental Balancing Bureau (NEBB)	Don Hill	Intersociety Liaison
NIBS BIM Council	Dennis Knight	ASHRAE Representative

NIBS Board Representative	Dennis Knight	ASHRAE Representative
PAHO/ WHO Pan American Health Organization	Tim Wentz	Chair
	Wade Conlan	Member
	Ashish Rakheja	Member
Resource Innovation Institute (RII)	Billy Austin	ASHRAE Representative
Rocky Mountain Institute	Don Brandt	ASHRAE Representative
Technical Advisory Committee of the Clean Cooling Collaborative (KCEF)	Ginger Scoggins	ASHRAE Representative
	Bill McQuade	ASHRAE Representative
UNEP	Tim Wentz	Chair
	Mick Schwedler	Immediate Past President
	Farooq Mehboob	President
	Ginger Scoggins	President Elect
	Ahmed Alaa Eldin Mohamed	Member
	Dunstan Macauley	Member
	Jeff Littleton	Executive Vice President
	Mark Owen	Staff Lead

Ad Hocs and Task Groups

Group/ Committee Name	Appointees	Appointed Position
ASHRAE HQ Ad Hoc	Darryl Boyce	Chair
	Ginger Scoggins	Member
	Don Brandt	Member
	Blake Ellis	Member
	Jayson Bursill	Member
	Manish Sharma	Consultant/ Technical Advisory Group
	Bill MacGowan	Consultant/ Technical Advisory Group
	Jiri Skopek	Consultant / Technical Advisory Group
	Jeff Littleton	Executive Vice President
	Mike Vaughn	Staff
ASHRAE Task Force for Building Decarbonization - ExCom	Kent Peterson	Chair
	Don Colliver	Vice Chair
	Bing Liu	Member
	Luke Leung	Member (Liaison to Tech Council)
	Clay Nesler	Member
	Blake Ellis	Member (Operations SubC Chair and liaison to PubEd Council)
	Stet Sanborn	Member (Products and Services SubC Chair)

	Ginger Scoggins	Liaison to the Board of Directors
Task Force for International Standards	Drake Erbe	Co-Chair
	Steve Bushby	Co-Chair
	Dennis Knight	Member
	Kelly Seeger	Member
	Ashish Rakheja	Member
	Jaap Hogeling	Member
	James Bennett	Member
	Chandra Sekhar	Member
	Jonathan Humble	Member
	Oludare Soluade	Member
	Henry Yeo	Member
	Oswaldo de Siqueira Bueno	Member
	George Pantdelis	Member
	Hesham Safwat	Member
	Farhan Mehboob	Member
	Ryan Shanley	Staff
Stephanie Reiniche	Staff Director	
Champions Club	Tim Wentz	Chair
	Farooq Mehboob	President
	Adrienne Thomle	Member
	Kishor Khankari	Member
	Megan Tosh	Member
	Ginger Scoggins	Member
	Sarah Maston	Member
	Dennis Knight	Member
	Dunstan Macauley	Member
	Hugh Crowther	Member
	Jeff Littleton	EVP
	Chandrias Jolly	Staff
ASHRAE at International Conferences Task Group	Andres Sepulveda	Chair
	Cheng Wee Leong	Member
	Ronald Gagnon	Member
	Art Giesler	Member
	Richie Mittal	Member
	Christine Reinders – Caron	NVM/ CEC Chair
	Tony Giometti	Staff
	Mick Schwedler	Consultant
BOD Subcommittees		
Diversity, Equity, and Inclusion (DEI) BOD Subcommittee	Adrienne Thomle	Chair
	Kishor Khankari	Vice Chair

	Susanna Hanson	Member
	Devin Abellon	Member
	Wei Sun	Member
	Ashish Rakheja	Member
	Billy Austin	Member
	Dennis Knight	Member
Financial Focus Subcommittee	Dennis Knight	Chair
	Art Giesler	Vice Chair
	Cheng Wee Leong	Member
	Bryan Holcomb	Member
	Steve Sill	Member
	Wade Conlan	Member
	Mark Tome	Member
	Hugh Crowther	Consultant
	Craig Wright	Staff Representative
Strategic Business Development Subcommittee	Dunstan Macauley	Chair
	Blake Ellis	Vice Chair
	Ron Gagnon	Member
	Randy Schrecengost	Member
	Ken Fulk	Member
	Luke Leung	Member
	Dru Crawley	Member
	Chris Gray	Member
	Jeff Littleton	Consultant
	Mark Owen	Staff Representative
Society Streamlining Subcommittee	Sarah Maston	Chair
	Andres Sepulveda	Vice Chair
	James Arnold	Member
	John Constantinide	Member
	Eileen Jensen	Member
	Richie Mittal	Member
	Tyler Glesne	Member
	Chris Gray	Member
	Tim Wentz	Consultant
	Kim Mitchell	Staff
ASHRAE Brand Recognition Ad hoc	Kishor Khankari	Chair
	Blake Ellis	Vice Chair
	Ken Fulk	Member
	Karine Leblanc	Member
	Steven Sill	Member
	Adeeba Mehboob	Member
	Vanita Gupta	Member/Staff
	Alice Yates	Member/Staff
	Mark Owen	Member/Staff



MEMORANDUM

DATE: January 17, 2023

TO: Board of Directors
Standards Committee

FROM: Connor Barbaree

SUBJECT: List of potential standards, guidelines, and addenda to be considered during the 2023 ASHRAE Winter Meeting

Attached are analysis sheets for standards, guidelines, and addenda that may be presented to Standards Committee and the Board for publication approval during the upcoming meeting. The analysis sheets are sent in advance of the meeting to provide information in preparation for voting on withdrawal or publication of proposed documents.

If you have a question about the unresolved comments on a publication draft or the attempts to resolve the comments please contact me to view an electronic copy of this documentation, at: cbarbaree@ashrae.org, 678-539-1125.

Please note the following important information regarding the analysis sheets:

- Analysis sheets are included only for those publications having unresolved public review commenters and/or negative PC votes.
- PASA require only those publications with unresolved objectors and/or those where legal action has been threatened to come forward to the Board for approval.
- PASA changes approved by ANSI and the ASHRAE Board of Directors allow documents with no unresolved objectors to be processed by staff for publication and reported to Standards Committee and the Board of Directors. These include the following:
 - a. ANSI/ASHRAE Addendum h to ANSI/ASHRAE Standard 55-2020, *Thermal Environmental Conditions for Human Occupancy*
 - b. ANSI/ASHRAE addendum e, g, and h to ANSI/ASHRAE/ASHE Standard 170-2021, *Ventilation of Health Care Facilities*
- Due to ANSI requirements, only commenter information for the last full public and any subsequent ISC¹ public reviews on the analysis sheets are provided.
- Information regarding comments reflects on-time comments only.
- In compliance with ANSI requirements, the Project Committee (PC) vote states the vote tallies for yes-votes, no-votes, no-votes without comments, abstentions, and unreturned letter ballots. Votes for Standards Committee do not require this information.

¹ ISCs are “independent substantive changes” to a previous public review draft. In an ISC only the marked-up changes are open for comment.



ANALYSIS SHEET

RECOMMENDATION TO BOARD OF DIRECTORS FOR APPROVAL TO PUBLISH PROPOSED STANDARD/GUIDELINE/ADDENDUM

1. Designation: BSR/ASHRAE/IES Addendum c ANSI/ASHRAE/IES Standard 90.2- *High-Performance Energy Design of Residential Buildings*
2. Chair: David Goldstein
3. Cognizant TC: TC 9.6
4. Public Review Dates: 1st Public Review (FULL): February 4, 2022 to March 21, 2022
2nd Public Review (ISC): July 15, 2022 to August 29, 2022
5. Comments Received: 1st Public Review: 29 comments from 17 commenters
2nd Public Review (ISC): 5 comments from 2 commenters
6. Unresolved Comments: 1st Public Review: 6 Unresolved Comments from 3 commenters
2nd Public Review (ISC): 0 Unresolved Comments
7. PC Approval Vote: 14-1-0-1-8
(Yes-No-No without comment-Abstain-Ballot not returned)
8. Total # Unresolved Objectors: 4 – There is 1 unresolved negative voter (Rosenstock) and 3 unresolved commenters (Lord, Petrillo-Groh, Culp)
9. StdC Vote for Approval: TBD (Yes-No-Abstain)
10. Description: This addendum documents the new TPS for 90.2 that was approved by Technology Council in June 2022. Notably, the new TPS allows for higher performance requirements to reduce energy use and greenhouse gas emissions associated with residential buildings.
11. Summary of Unresolved Comments and Negative PC Votes:

Mr. Rosenstock is concerned that the scope is too expansive, and the addition of new building types will be too complex. He also has issues with the new definitions for “energy performance” and “greenhouse gas performance” being too vague and general while also being too selective regarding emission types that are covered.

Mr. Lord’s disagreed with the elimination of the 3-story limit due to the presence of commercial systems in such buildings, and based on potential conflict with other ASHRAE standards like 189.1.

Ms. Petrillo-Groh disagreed with making 90.2 a high-efficiency residential standard because the result is that ASHRAE no longer offers a minimum efficiency residential standard. She then suggested changing the numbering to 189.2 in keeping with its high-performance goals. She also thought the scope should be altered to avoid conflict with Standards 100, 90.1, and 189.1.

Mr. Culp supported the numbering change idea explained above and expressed the same concerns regarding confusion between 90.2 and 90.1 now that both standards cover high-rise residential buildings.



As unresolved objectors, Mr. Rosenstock, Mr. Lord, Ms. Petrillo-Groh (AHRI), and Mr. Culp should be offered the right to appeal.

12. Summary of PC Response
Unresolved Comments and
Negative PC Votes:

The committee responded by topic as follows:

Expansion to cover high-rise residential (Rosenstock, Lord, Petrillo-Groh, Culp)

The committee responded that the change to high-rise reflects the direction that ICC is going with their complementary standard, RESNET/ICC 301. Furthermore, the committee does not see an issue with going beyond three stories because large 3-story buildings already require central HVAC systems.

Expansion to cover retrofits (Rosenstock, Petrillo-Groh)

90.2 has recognized there is a need to address retrofits as explained in the foreword to Addendum c. The committee has worked with Standard 100 representatives to ensure that the new scope does not create an overlap issue. Instead, SSPC 90.2 views the two standards as complementary because 90.2 can be used for dwelling units while Standard 100 cannot.

Switching to high-performance (Petrillo-Groh)

The response emphasizes that the concept of minimum versus leadership is subjective and continually evolving. While Standard 90.2 does go beyond current 90.1 and IECC requirements, it has more stringent peers within the ASHRAE portfolio such as 227 and 228. As laws and adoption patterns change, and progress in achieving net zero and net carbon strategies is realized, 90.2 may once again be used as a minimum standard.

Language issues (Rosenstock)

The language was crafted with the intention of expanding the scope without over-specifying the sort of new requirements that could result from its application. The new language illustrates possible uses of the scope without mandating that it must occur (for example: Scope 3 emissions could be covered in the future, but not at the exclusion of other types of emissions.)

13. Galley Status:

The Chair has approved the galleys.

Addendum c – TPS Change



ANALYSIS SHEET

RECOMMENDATION TO BOARD OF DIRECTORS FOR APPROVAL TO PUBLISH PROPOSED STANDARD/GUIDELINE/ADDENDUM

1. Designation: BSR/ASHRAE/ICC/USGBC/IES Addendum v
ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, *Standard for the Design of High-Performance Green Buildings Except Low-Rise Residential Buildings*
2. Chair: Katherine Hammock
3. Cognizant TC: TC 2.8
4. Public Review Dates: 1st Public Review (FULL): April 29, 2022 to May 29, 2022
2nd Public Review (ISC): November 11, 2022 to December 11, 2022
5. Comments Received: 1st Public Review (FULL): 4 comments from 4 commenters
2nd Public Review (ISC): 0 comments from 0 commenters
6. Unresolved Comments: 3 unresolved comments
7. PC Approval Vote: 20-0-0-4-4 (1st Public Review Vote)
23-0-0-2-6 (2nd Public Review ISC Vote)
19-0-0-6-3 (Final Publication Vote with Knowledge of Unresolved Objectors)
(Yes-No-No without comment-Abstain-Ballot not returned)
8. Total # Unresolved Objectors: There are 3 negative commenters and remain unresolved: Shafer, Rittmueller, and Rawlings.
9. StdC Vote for Approval: TBD (Yes-No-Abstain)
10. Description: Addendum v to 189.1-2020 adds language to clarify how cSTC is calculated and how Lmax is measured. Maximum sound pressure levels are now required to use “slow-weighting”, except as required in 8.3.3.2.2. Table 8.3.3.2 is edited for clarification with updates to the footnotes.
11. Summary of Unresolved Comments and Negative PC Votes: 3 negative commenters remain unresolved. Shafer asks for the removal of cSTC as a standard measurement for interior sound since there is not a standardized classification or measurement methodology for sound measurement. Shafer also points to other methods for sound measurement found in ASTM standards. Rittmueller suggested removing the requirement for using cSTC to measure maximum interior background sound pressure levels in the building envelope. Rittmueller cites Bies & Hansen and recommends specific instructions to calculate the cSTC since there are some situations and assumptions which may not be applicable for all building types. Rawlings states the language is ambiguous and difficult to enforce. Rawlings also points to other ASHRAE documents with different criteria to measure sound levels stating these too are not comparable, enforceable, and confusing.



All three commenters disagreed with the use of cSTC for interior background noise measurement. There are no negative voters for this addendum for public review nor for publication.

12. Summary of PC Response
Unresolved Comments and
Negative PC Votes:

The committee responded to all commenters and invited them for further discussion. Email correspondence of this discussion is captured in the attached folder. Responses to comments were approved and are provided. The commenters responded to the committee-approved response and remain unresolved. Their responses are provided in the comment report. Shafer, Rittmueller, and Rawlings should be offered the right to appeal.

13. Galley Status:

Pending request: The Chair has not approved the galleys.

*Addendum v – Acoustics
Clarification to L_{max} and cSTC for interior
background sound noises*



ANALYSIS SHEET

RECOMMENDATION TO BOARD OF DIRECTORS FOR APPROVAL TO PUBLISH PROPOSED STANDARD/GUIDELINE/ADDENDUM

1. Designation: BSR/ASHRAE/ICC/USGBC/IES Addendum w
ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, *Standard
for the Design of High-Performance Green Buildings Except Low-
Rise Residential Buildings*
2. Chair: Katherine Hammock
3. Cognizant TC: TC 2.8
4. *Public Review Dates: 3rd Public Review (FULL): April 02, 2021 to May 02, 2021
4th Public Review (ISC): January 21, 2022 to February 20, 2022
** 1st and 2nd PR were in the previous publication cycle and since 3rd
PR was a full review, only the 3rd PR and 4th PR ISC are addressed.*
5. Comments Received: 3rd Public Review (FULL): 4 comments from 2 commenters
4th Public Review (ISC): 3 comments from 3 commenters
6. Unresolved Comments: 3 unresolved comments
7. PC Approval Vote: 20-5-0-2-2 (3rd Public Review Vote)
20-6-1-1-0 (4th Public Review ISC Vote)
21-7-1-0-2 (Final Publication Vote with Knowledge of Unresolved
Objectors)
(Yes-No-No without comment-Abstain-Ballot not returned)
8. Total # Unresolved Objectors: There are 6 negative voters who remain unresolved (Bradley,
Conrad, Cross, Hogarth, VanGeem, and Subasic) and 3 unresolved
commenters (Persily, Subasic, and VanGeem). In total there are 7
unresolved objectors.
9. StdC Vote for Approval: TBD (Yes-No-Abstain)
10. Description: Addendum w to 189.1-2020 adds airtightness testing requirements
and increases the stringency of air testing requirements. The
airtightness requirements changed in 90.1 and 189.1 decided to have
a more stringent air leakage rate range of 0.20 cfm/ft² (1.0 L/s m²) to
0.35 cfm/ft² (2.0 L/s m²).
11. Summary of Unresolved
Comments and Negative PC
Votes: Persily (3rd PPR) suggests 10.6 b is deleted and if not deleted to
change the trigger metric from 0.40 cfm/ft² to 0.30 cfm/ft². This was
modified in the ISC to 0.35 cfm/ft². Bradley, Cross, and Conrad,
believe these requirements are too stringent to be met. Buildings of
certain sizes may fail this test (Conrad). The cost for reaching a
marginally lower air leakage rate may not outweigh the benefits.
VanGeem and Subasic (4th PPR ISC) both believe the research does
not show an adequate amount of proof to promote a lower air leakage
rate, saying there is a diminishing return on cost to reduce the air
leakage. Hogarth (4th PPR ISC Ballot) states the more stringent these
requirements without benefit is an unjustified cost and discourages
adoption of the standard.



12. Summary of PC Response
Unresolved Comments and
Negative PC Votes:

The committee responded to all commenters and invited them for further discussion. The three unresolved commenters responded to the committee-approved response and remain unresolved. Persily finds the response unconvincing. VanGeem and Subasic believe the response does not change their stance. Their reasons as negative voters are similar. They state there is diminishing returns which does not provide enough evidence to support the more stringent requirements. Their full responses are provided in the comment report and publication ballot report. Bradley, Conrad, Cross, Hogarth, VanGeem, Subasic, and Persily should be offered the right to appeal.

13. Galley Status:

Pending request: The Chair has not approved the galleys.

*Addendum w – Air tightness
Changes to requirements to ranges for air leakage
testing due to the changes in 90.1-2022.*



ANALYSIS SHEET

RECOMMENDATION TO BOARD OF DIRECTORS FOR APPROVAL TO PUBLISH PROPOSED STANDARD/GUIDELINE/ADDENDUM

1. Designation: BSR/ASHRAE/ICC/USGBC/IES Addendum x
ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, *Standard for the Design of High-Performance Green Buildings Except Low-Rise Residential Buildings*
2. Chair: Katherine Hammock
3. Cognizant TC: TC 2.8
4. *Public Review Dates: 1st Public Review (FULL): July 8, 2022 to August 7, 2022
5. Comments Received: 1st Public Review (FULL): 0 comments from 0 commenters
6. Unresolved Comments: 0 unresolved comments
7. PC Approval Vote: 22-1-0-3-2 (1st Public Review Vote)
24-1-0-3-3 (Final Publication Vote with Knowledge of Unresolved Objectors)
(Yes-No-No without comment-Abstain-Ballot not returned)
8. Total # Unresolved Objectors: There is one negative voter, Schoen.
9. StdC Vote for Approval: TBD (Yes-No-Abstain)
10. Description: Addendum x to 189.1-2020 aligns the occupancy definitions and groups to the International Building Code.
11. Summary of Unresolved Comments and Negative PC Votes: Schoen disagrees and believes this should be defined by the jurisdiction. Schoen offers a change to the language which would resolve him.
12. Summary of PC Response Unresolved Comments and Negative PC Votes: The task group responded to the negative voter via email. The committee's response rejects the comment and points out that using other definitions of occupancy classification risks future conflict. The purpose of this addendum was for alignment to the IBC. Schoen remains unresolved should be offered the right to appeal.
13. Galley Status: Pending request: The Chair has not approved the galleys.

*Addendum x – Occupancy Groups
Changes to occupancy classifications are defined
by the International Building Code (IBC).*



ANALYSIS SHEET

RECOMMENDATION TO BOARD OF DIRECTORS FOR APPROVAL TO PUBLISH PROPOSED STANDARD/GUIDELINE/ADDENDUM

1. Designation: BSR/ASHRAE Standard 228-202x, *Standard Method of Evaluating Zero Net Energy and Zero Net Carbon Building Performance*
2. Chair: Keith Emerson
3. Cognizant TC: TC 2.8 and TC 7.6
4. Public Review Dates: 1st Public Review (FULL): April 2, 2021, to May 17, 2021
2nd Public Review (ISC): January 28, 2022, to March 14, 2022
3rd Public Review (ISC): August 26, 2022, to October 10, 2022
5. Comments Received: 1st Public Review (FULL): 137 comments
2nd Public Review (ISC): 34 comments
3rd Public Review (ISC): 20 comments
6. Unresolved Comments: 1st Public Review (FULL): 28 unresolved comments from 8 commenters.
2nd Public Review (ISC): 3 comments from 2 commenters
3rd Public Review (ISC): 7 comments from 2 commenters
TOTAL: 38 comments from 10 commenters
7. PC Approval Vote: 13-0-0-1-1
(Yes-No-No without comment-Abstain-Ballot not returned)
8. Total # Unresolved Objectors: Ten (10) - There are 38 unresolved comments from 10 commenters (listed below).

Unresolved commenters/comments:

1st Full PPR (28 comments from 8 commenters)

- Luke Leung 0003/010, 014, 017
- Jonathan Humble 0005/001, 002, 003, 005, 006
- Steven Rosenstock 0008/004, 005, 006, 007, 008, 009, 016
- John Cross 0009/003
- Roger Hedrick 0010/001
- Mark Heizer 0012/001
- Leonard Sciarra 0019/002, 003, 004, 007
- Renee Lani 0025/006, 007, 008, 009, 010, 011

2nd ISC PPR (3 comments from 2 commenters)

- Steven Rosenstock 0002/001, 002
- Jim Edelson 0008/002

3rd ISC PPR (7 comments from 2 commenters)

- Steven Rosenstock 0001/001, 002, 003, 004, 005
- Gary Heikkinen 0004/001, 002

9. StdC Vote for Approval: TBD (Yes-No-Abstain)



10. Description: Standard 228-202x sets requirements for evaluating whether a building or group of buildings meets a definition of “zero net energy” or whether those buildings meet a definition of “zero net carbon.” It provides a consistent method of expressing qualifications for zero net energy and zero net carbon buildings associated with the design of new buildings and the operation of existing buildings.

11. Summary of Unresolved Comments and Negative PC Votes: There are 38 unresolved comments from 10 commenters. There are 4 negative PC votes on the vote for the 2nd ISC publication public review (Paul Torcellini, Jim Edelson, Scott Hackel, and Brendan Owens). Paul Torcellini did not provide a reason for his negative vote.

Unresolved comments are spread over four public reviews: the first for the TPS, the second a full public review and then two independent substantive change reviews. The largest category for being unresolved on normative material is proposed changes to definitions used by the committee. The second largest category is proposed changes to table values: different methodology, add additional types of values, deleting a particular table entirely or doing the procedure a different way. The third largest consists of different proposals for carbon offset procurement, requirements, and the discount used to recognize the imperfect nature of the current marketplace. Tied for that third place are TPS change proposals regarding carbon and various modifications suggested for the scope. There were also two miscellaneous comments dealing with renewable energy procurement and one comment against counting refrigerant losses as operational.

12. Summary of PC Response to Unresolved Comments: Please see comment reports and final publication submittal form for the PC responses to unresolved commenters.

13. Galley Status: The Chair has not approved the galleys.

Standard 228-202x – Standard Method of Evaluating Zero Net Energy and Zero Net Carbon Building Performance