



**MINUTES**

**EXECUTIVE COMMITTEE MEETING**

**Thursday, January 7, 2021**

**Approved by the Executive Committee January 28, 2021.**

**TABLE OF CONTENTS**

Executive Committee Meeting

Thursday, January 7, 2021

**CALL TO ORDER ..... 2**  
**CODE OF ETHICS ..... 2**  
**ROLL CALL/INTRODUCTIONS ..... 2**  
**REVIEW OF MEETING AGENDA ..... 2**  
**SECOND PPP LOAN AND UPDATE ON CURRENT LOAN ..... 2-3**  
**SOCIETY TRANSFORMATION AD HOC ..... 3-4**  
**EXECUTIVE SESSION ..... 4**  
**ADJOURNMENT ..... 4**

**PRINCIPAL APPROVED MOTIONS**

Executive Committee Meeting

Thursday, January 7, 2021

<b>No. - Pg.</b>	<b>Motion</b>
1 - 2	That Society apply for a second PPP loan for the maximum amount that we would qualify for under the program.

**ACTION ITEMS**

Executive Committee Meeting

Thursday, January 7, 2021

<b>No. - Pg.</b>	<b>Responsibility</b>	<b>Summary of Action</b>	<b>Status</b>
1 - 3	Staff	Work to determine next steps in applying for a second PPP loan.	



**MINUTES**  
**EXECUTIVE COMMITTEE MEETING**  
Thursday, January 7, 2021

**MEMBERS PRESENT:**

Chuck Gulledge, President  
Mick Schwedler, President-Elect  
Farooq Mehboob, Treasurer  
Don Brandt, Vice President  
Bill Dean, Vice President  
Tim McGinn, Vice President  
Bill McQuade, Vice President  
Jeff Littleton, Secretary

**GUESTS PRESENT:**

Sarah Maston  
Tim Wentz

**STAFF PRESENT:**

Candace DeVaughn, Manager - Board Services  
Chandrias Jacobs, Coordinator - Board Services  
Joyce Abrams, Director - Member Services  
Kim Mitchell, Chief Development Officer  
Mark Owen, Director - Publications & Education  
Stephanie Reiniche, Director - Technology  
Alice Yates, Director - Government Affairs

**CALL TO ORDER**

Mr. Gulledge called the meeting to order at 9:00 am.

**CODE OF ETHICS**

Mr. Gulledge read the code of ethics commitment. He encouraged all in attendance to read the full code of ethics and core values online.

**ROLL CALL/INTRODUCTIONS**

Roll call was conducted. Members and guests in attendance as noted above.

**REVIEW OF MEETING AGENDA**

Mr. Gulledge reviewed the meeting agenda.

*Planning Committee Update* and *GAC Update* were added to "New Business."

**SECOND PPP LOAN AND UPDATE ON CURRENT LOAN**

Mr. Littleton reported that the forgiveness application has been received by United Communities Bank and submitted to the SBA. SBA has 90 days to review and respond. Should know by the end of March if the loan is forgiven.

There is an opportunity to apply for a second PPP loan which may be forgiven. The second loan is capped at \$2 million. One of the requirements for qualification is a reduction of 25% or more in gross revenue. Mr. Wright has done the analysis and in the 2<sup>nd</sup> quarter of 2020 Society had a 26% reduction in gross revenue. Driven largely by reductions in education revenue and no in-person Annual Meeting.

Do we want to apply for a second PPP loan which could possibly be forgiven?

Mr. Brandt spoke in favor of applying for a second loan. Discussion is needed on the exact dollar amount that would be applied for.

Mr. McQuade moved and Mr. Brandt seconded that

1. Society apply for a second PPP loan for the maximum amount that we would qualify for under the program.

Mr. Schwedler stated that he does not have any qualms with applying for the loan but would highly recommend that any monies be set aside. In the case that the loan is not forgiven, there is no concern with how to pay it off.

Mr. McGinn stated that he is not comfortable supporting a second loan without input from the Treasurer and the Finance Committee.

Mr. Mehboob stated that this is the first he is learning of a second loan. Have asked Mr. Wright to share with the Finance Committee the details of this loan and to submit to Finance what should be done with the loan. Will be discussed at the January 25<sup>th</sup> Finance meeting.

Mr. Littleton stated that the bill that created the program was signed December 27<sup>th</sup>. SBA has 10 days from then to issue final guidance. Currently accepting applications. As soon as the final guidance is issued, it is likely that the response will be significant. The sooner a decision is made the better.

Mr. Mehboob stated that it possible to call an emergency meeting of the Finance Committee if staff is ready to present the information.

Mr. Gulledge stated that approving this motion isn't an absolute, but it is starting the wheels in motion.

Mr. Schwedler stated that his understanding is that approving the motion would authorize the second loan. Hearing the discussion today, would speak against the motion. Need to engage Finance before moving forward.

Mr. McQuade stated that he is a member of the Finance Committee and feels strongly about this. Have trouble thinking of a reason why we wouldn't want to reach out and accept a lifeline. If Finance's recommendation is not to move forward, would expect a very good reason as to why.

Mr. Littleton stated that his recollection of the last process is that we applied for the loan and once the application was accepted, the loan documents were executed. Is a two-phase process. Could not execute the loan until the Finance Committee signs off.

**MOTION 1 PASSED (4:2:0, CNV).**

Staff will work to determine next steps in applying for a second PPP loan.

**AI - 1**

### **SOCIETY TRANSFORMATION AD HOC**

The floor was yielded to Mr. Wentz. The full presentation is included in ATTACHMENT A.

Mr. Wentz expressed his appreciation for the opportunity to update ExCom on the ad hoc's progress. Asking for ExCom's support and direction moving forward.

Clearly in an environment of great change and ASHRAE will need to change as well. Don't want to change for change sake but want to become a better Society.

On track to provide a business plan by the Annual Meeting.

Goal to be more strategic, eliminate waste, speed up decision making, empower leaders, be market focused, and optimize volunteer and staff resources. Not just leaning Society and volunteers, but staff as well.

Strong desire to keep ASHRAE relevant.

Mr. McQuade stated that Society doesn't currently have a mechanism to identify trends and risks. Things are gathered from GAC but in order to be proactive there needs to be an ongoing mechanism. How do we become more anticipatory?

Mr. Wentz stated that one of the ways we become more strategic is to look at trends.

The ad hoc strongly feels that someone from the Planning Committee needs to be involved to ensure that the processes are integrated through Society. Still being discussed.

Mr. Schwedler commented that some committees have been shifted within the proposed new structure. Are these committees needed? And if so, are they in the proper spot?

The ad hoc will do value mapping to evaluate form and function. This will be done throughout the entire process.

Mr. Littleton commented that unless the proposed additional group allows for the elimination of other committees and councils his feeling is that we would be adding to the structure and not leaning it. The change would allow the BOD and ExCom to be more strategic.

Mr. Wentz responded that the operations unit is going to be a really strong group to speed up Society.

Mr. Mehboob stated that the lean process does not imply just deducting, the lean process can add. The position that the group has shown can be placed elsewhere. The intent is to create a collaborative environment and break silos. Cannot keep things as they are and expect a breakup of silos.

A slide showing the current silos will be created.

One of the themes that came up was that members felt there was little transparency to the financial process. Need our volunteers to be fiscally responsible so they need to be involved in the financial process.

Mr. Wentz asked that the presentation be considered confidential because the recommendations are not yet final. Hesitant to share incomplete slides.

Mr. Gulledge stated that there are no negative comments from ExCom. He thanked Mr. Wentz and the ad hoc for their work. Truly transformative for our Society. The course that the group is on is good.

#### **EXECUTIVE SESSION**

Executive session was called at 10:01 am.

Open session reconvened at 11:11 am.

#### **ADJOURNMENT**

The meeting adjourned at 11:12 am.



Jeff H. Littleton, Secretary