



MINUTES

EXECUTIVE COMMITTEE MEETING

**PEACHTREE CORNERS, GA
Thursday, March 17, 2022**

Approved by the Executive Committee on June 25, 2022.

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Thursday, March 17, 2021

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PRINCIPAL APPROVED MOTIONS

Executive Committee Meeting

Thursday, March 17, 2021

No. - Pg.	Motion
1 - 2	<p>That ExCom recommend to the Board of Directors for approval the William P. Chapman Scholarship as a Society undergraduate engineering scholarship, to be awarded annually in the amount of \$5,000 with the following criteria:</p> <p>The William P. Chapman Scholarship shall be awarded to a full-time undergraduate engineering student enrolled in a post-secondary educational institution where at least one of the following criteria is met:</p> <ol style="list-style-type: none">1. The program is ABET-accredited, or2. The program is accredited by an agency outside the USA that is a signatory of the Washington Accord or has a signed Memorandum of Understanding with ABET, or3. The school has an active ASHRAE student branch <p>Eligible students must meet the Society's general criteria for an Undergraduate Engineering Scholarship as listed in the ASHRAE Scholarship Program Rules.</p>

ACTION ITEMS

Executive Committee Meeting

Thursday, March 17, 2021

No. - Pg.	Responsibility	Summary of Action	Status	Goal Date
1 -	Macauley	Restructuring/streamlining discussion - Steve offered sharing "lessons learned" about their restructuring. This is an optional opportunity, to be considered by Dunstan, as he is leading the BOD Composition SubC. Mick notes that Dunstan will make the call as to whether or not he would like to accept the offer from Steve. (Carryover from Fall 2021 Leadership Meetings)		
2 -	Yates, Senior Officers, Macauley	Revise DOE-ASHRAE MOU. Update MOU, including to address climate (decarbonization), equity, environmental justice, workforce/training, compliance and enforcement of building standards and codes, energy storage and interoperability to allow for flexibility in storage, commissioning. (Carryover from Fall 2021 Leadership Meetings)		
3 -	Reiniche	Explore options for working with ICC to adopt ASHRAE Standard 169, <i>Climatic Data for Building Design Standards</i> . (Carryover from Fall 2021 Leadership Meetings)		
4 -	Littleton	Work on a better MOU with CAR. (Carryover from June 22 and 30, 2020)		
5 -	McGinn, Maston, Reiniche	Work with the Standards Committee to develop and present a plan for pathogen mitigation to ExCom by the July 2 nd meeting. (Carryover from June 3, 2021)		
6 -	Littleton	Work with the DEI Subcommittee to develop language and a plan to distribute sexual harassment prevention training through the Councils to all members. (Carryover from July 2, 2021)		
7 -	McGinn and Maston	Synthesize the work with Tech Council and the Standards Committee to strategically evaluate the current standards development process. Pub and Ed Council should be involved as appropriate. (Carryover from November 18, 2021)		
8 -	Macauley	Get a definition of <i>operating cost per member</i> , as referenced in the Strategic Plan, from the Planning Committee. (Carryover from January 29, February 2 and 3, 2022)		
9 -	Littleton	Create a draft document with MOU metrics for ExCom review and consideration. (Carryover from January 29, February 2 and 3, 2022)		June Meeting
10 - 4	Schwedler	Work with staff to draft a letter to Caesars with suggestions for improvement and that ASHRAE Members be consulted to implement said improvements.		
11 - 8	Littleton	Send recommendations on the IEA-EBC work plan to Mr. Schwedler and Mr. Mehboob for review.		



MINUTES
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Thursday, March 17, 2022

MEMBERS PRESENT:

Mick Schwedler, President
Farooq Mehboob, President-Elect
Ginger Scoggins, Treasurer
Don Brandt, Vice President*
Dunstan Macauley, Vice President
Sarah Maston, Vice President
Tim McGinn, Vice President
Jeff Littleton, Secretary

*Indicates Virtual Attendee

GUESTS PRESENT:

Billy Austin	Kishor Khankari*
Ashish Rakheja	Jaap Hogeling*
Dennis Knight	Dru Crawley*
Susanna Hanson	Apichit Lumlertpongpana*
John Constantidine	Wei Sun*
Jim Arnold	Devin Abellon*
Ching Wee Leong	Chad Smith*
Ron Gagnon*	Darryl Boyce*
Eileen Jensen*	Art Giesler*

STAFF PRESENT:

Candace DeVaughn, Manager - Board Services
Chandrias Jolly, Assistant Manager - Board Services
Joyce Abrams, Director - Member Services
Vanita Gupta, Director - Marketing
Kim Mitchell, Chief Development Officer
Mark Owen, Director - Publications & Education
Stephanie Reiniche, Director - Technology
Alice Yates, Director - Government Affairs
Craig Wright, Director of Finance
Lizzy Seymour, Manager - Conference Services
Matthew Young, Manager - Federal Govt. Affairs
Emily Porcari*, Manager - State and Local Govt. Affairs

CALL TO ORDER

Mr. Schwedler called the meeting to order at 8:00 am.

CODE OF ETHICS

Mr. Schwedler read the code of ethics statement and advised that the full code of ethics statement and core values were available online.

ROLL CALL/INTRODUCTIONS

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

REVIEW OF MEETING AGENDA

Mr. Schwedler reviewed the agenda. 'May CLIMA Conference,' 'IEA-EBC Work Plan,' and 'Operational Efficiency' were added to *New Business*.

REVIEW OF ACTION ITEMS**FALL 2021 LEADERSHIP MEETINGS**

Action items 6, 1, and 5 were reported as ongoing. All other action items were reported as complete.

AI - 1-3**WINTER 2022 MEETING**

Action items 1-4, 6 and 10 were reported as ongoing. All other action items were reported as complete.

AI - 4-9**NEW SCHOLARSHIP REQUEST**

Mr. Littleton reported that Presidential Member Bill Chapman left an estate gift with a value of \$119,000 to Society. The Scholarship Trustees are recommending that \$100,000 be used to create a scholarship. The proposed new scholarship was approved by the Foundation, which is responsible for managing estate gifts.

Mr. McGinn moved and Mr. Macauley seconded that

1. ExCom recommend to the Board of Directors for approval the William P. Chapman Scholarship as a Society undergraduate engineering scholarship, to be awarded annually in the amount of \$5,000 with the following criteria:

The William P. Chapman Scholarship shall be awarded to a full-time undergraduate engineering student enrolled in a post-secondary educational institution where at least one of the following criteria is met:

1. The program is ABET-accredited, or
2. The program is accredited by an agency outside the USA that is a signatory of the Washington Accord or has a signed Memorandum of Understanding with ABET, or
3. The school has an active ASHRAE student branch

Eligible students must meet the Society's general criteria for an Undergraduate Engineering Scholarship as listed in the ASHRAE Scholarship Program Rules.

MOTION 1 PASSED (Unanimous Voice Vote, CNV).

Mr. Littleton reported that the remaining \$14,000 from the estate gift will go towards the Presidential Scholarship Fund.

ISI TASK FORCE UPDATE

Mr. McGinn reported that the Task Force had no recommendations for ExCom's consideration. Information items were included in the report attached to the agenda.

Mr. Knight reported that the Task Force was broken up into four task groups, and that each task group's charge was outlined in the report. He reported that the measures of success was nearly two pages long.

Mr. Mehboob applauded the group's work and stated that it appeared that progress was being made.

Ms. Hanson stated that it was unusual that the ISI and TFBD were dovetailing. She stated that there is a global desire for the TFBD to move into standards. A lot of the effort is focused on how Society can interact with global counterparts more effectively.

She stated that the mission is more acute with the TFBD, and the ISI Task Force is the process mechanism that Society might use to enact recommendations. There has been a lot of effort to incorporate the thinking of both task forces into the Standards Committee.

Mr. Mehboob responded that the TFBD was recently restructured and the recommendations that Ms. Hanson made make a lot of sense and seems to be the direction that Society is heading in.

Ms. Yates reported that Mr. Knight will be attending the next GAC meeting to provide an update. She expressed her excitement with the integration of the task forces and thanked Mr. Knight for reaching out to GAC.

Mr. Knight reported that the Task Force will be reaching out to AASA as well.

He reported that the Task Force will have a report with recommendations for the BOD's consideration.

Mr. Mehboob stated that Mr. Knight raises an important point. The Task Force has a tenure through next Society Year, at which point a permanent home for the group will need to be identified.

Mr. Schwedler thanked the Task Force for their work. He applauded the group for reaching out to leaders outside of North America, stating that there is a lot of growth in those areas and much to learn from people outside of North America.

FUTURE LAS VEGAS HOTELS

Mr. Schwedler reported that there was concern expressed after the last Vegas meeting about IAQ, ventilation in rooms, and smoking. For this conference, contractual language was added that allowed for an on-site visit prior to the conference to review the hotel's procedures and what had been changed to provide as good a conference as possible in a facility that allows smoking.

Mr. Littleton reported that Caesars did a good job of addressing IAQ concerns for the 2022 Conference. He reported that the Society will likely have attrition charges of approximately \$228,000; if Society commits to returning to Caesars, they will waive that fee.

Mr. Littleton recommended that Society return to Caesars in 2026.

Mr. Brandt stated that Caesars did a good job with changing filters. He stated that the stack effect takes smoke up to the second and third floor meeting rooms. Because there is not a true non-smoking hotel on the strip, he expressed that he didn't know what the solution was.

Mr. Mehboob stated that this is not a decision for ExCom and that authority rests with Mr. Littleton and CEC. He stated that it makes fiscal sense to return to Caesars.

Mr. McGinn suggested that a smaller room block be set up at another hotel to give attendees a choice.

Ms. Hanson stated that there will be new properties on the strip in 2026.

Mr. Littleton stated that Vegas hotels will evolve and there will be greater options moving forward. He reported that hotel contracts are complicated; free meeting space is provided in exchanged for leasing a certain number of rooms in the hotel. So, pulling a block of rooms from the HQ hotel hurts Society's ability to get free meeting space.

Mr. Mehboob suggested that another option could be to engaged Caesars to see if members could consult free of charge on how to solve the stack effect issue.

Ms. Seymour responded that Caesars has already responded that they are willing and open to members consulting on IAQ issues.

Mr. Schwedler added that CEC should feel free to reach out to Standards or Tech Council for assistance as needed.

Mr. Littleton stated that if Society returns to Caesars, language would be added to the agreement again that there be a meeting prior to the conference. He reported that the current forecast assumes that there will be a \$200,000 attrition charge; agreeing to return to Caesars would improve the bottom line by \$200,000 and choosing a different hotel would increase the deficit by \$28,000.

Mr. Schwedler stated that from a strategic standpoint ExCom should be leaders.

Ms. Scoggins suggested that a letter from the Society President suggesting improvements to Caesars' IAQ could be beneficial.

Mr. Schwedler will work with staff to draft a letter to Caesars with suggestions for improvement and that ASHRAE Members be consulted to implement said changes.

AI - 10

TRAVEL AND MEETINGS SCHEDULES

Mr. Schwedler reported that there were changes made to the CRC schedules because dates fell over Eid al-Fitr. He apologized to Mr. Mehboob for assigning travel during that time.

He advised that Ms. Scoggins and Mr. Brandt will attend the Region VIII CRC.

He advised that DALs will be listed on the CRC to schedule to encourage and remind them to attend their Region's CRC. He expressed that this was a brilliant idea from the 2022-23 ExCom. DALs attending CRCs will provide great value to the Regions.

Mr. Khankari suggested that CRC Chairs be made aware that DALs should be included on CRC related correspondence. He also suggested that CRC Chairs be advised which DALs are in their Region.

Ms. Abrams reported that in some regions, the DALs have been given a few minutes to update the grassroots members on the technical side of Society. She suggested that a similar update could be provided at CRCs.

Ms. Scoggins suggested that since the entire BOD will be attending the RAL CRC, that it should be treated as the DRC's additional allowed CRC visit. She suggested that this be shared up front.

Mr. Mehboob stated that he liked Ms. Scoggins' suggestion. He stated that advising DRCs is under the purview of Members Council and that staff can send email correspondence to DRCs advising that the RAL CRC will be treated as their additional allowed CRC visit.

Ms. Scoggins requested that DRCs review CRC dates to ensure everything is correct. She also asked that officers contact her if there are any conflicts with their CRC assignments.

UNEP UPDATE

Ms. Scoggins reported that there has been discussion on who the UNEP representatives will be. She reported that she did not have a full update and that the group is determining when they will meet next.

The Global ABC Alliance is part of UNEP and Society has been accepted as a member.

Mr. Owen reported that the work plan needs to be flushed out and a funding agreement needs to be established. The work plan has two main tracks - the first is to take items in the previous work plan, evaluate, and look for opportunities for improvement; and the second is to support emerging needs of developing economies.

He reported that a meeting is planned in Paris, in early to mid-July.

Mr. Schwedler reported that since the completion date of the update work plan will likely happen after July 1st, Society's new leadership will take over planning. He reported that there were great meetings with UNEP at the Winter Conference and there are a lot of opportunities for collaboration.

FINANCE COMMITTEE UPDATE

Ms. Scoggins reported. The full report is included in ATTACHMENT A.

She reported that the attachment includes the forecast for the remainder of 2021-22 and the draft budget for 2022-23. The updated forecast takes into account items approved by the BOD in Las Vegas. The Finance Committee is still refining budget items.

She reported that the Society is running a deficit for the current Society Year; but because of the PPP loan forgiveness, the budget will be positive. The same is true for next Society Year.

Mr. Schwedler stated that the Finance Committee will present a draft budget to the BOD during the May meeting.

ADVOCACY LETTER APPROVAL PROCESS

Mr. Schwedler reported that the President receives a lot of requests to submit letters, sometimes on very tight deadlines. Next year, there will be timing issues with the current process because of time zone differences. Can we streamline the process? Does the President need to sign everything or are there different levels?

He reported that Mr. Boyce and Mr. Smith work with staff to develop a new process.

Mr. Smith reported that Mr. Boyce and Ms. Yates led a lot of the research on this item. There has not been a defined procedure in the past. In an effort to streamline, the group reviewed sample requests from previous years, and many came in during the 11th hour.

He reported that often times Society will receive requests that fall outside of our wheelhouse. However, the group was able to identify and classify the vast majority of previous requests and streamline the process to be more efficient in getting these types of letters out.

Mr. Boyce thanked Mr. Smith for his superb explanation and asked the Committee if there were any comments or suggestions.

A summary of the discussion is below:

Around 40 letters a year are requested, and the number of requests have increased over time. The letters have not always been tracked or reported back to ExCom, but that can be added as a required feedback loop.

If GAC is leading the charge on this initiative, the feedback loop should go back to them, not ExCom.

The new process will reduce the number of letters that require the President's signature by about 40%. The new process provides streamlining, but most legislation is complex and will require the President's review and input.

The new process isn't intended to silo outreach efforts. The President's signature brings the emphasis of ASHRAE support behind it and the new process will allow for that emphasis of support, without having to obtain prior approval from the President.

The initiatives, and not the letters, should be tracked. That information would be helpful for GAC to know. Having feedback helps to determine whether efforts should be changed. It was suggested that Ms. Yates be included in the final approval process. Need to transition from being a high control association.

Appointment letters often have a time pressure as well. This new process may still be too slow.

The new process implies that the President signs the letters.

Is there a difference between recommendation letters of the ASHRAE President and the local representation? Having a higher letter may lose local relevance when it comes to a local jurisdiction.

There are seven types of communication and four of the seven say there is no communication needed but it is reviewed by the GAC Chair.

Mr. Schwedler stated that he is comfortable using this process for the remainder of the Society Year. He said that he will make a point of feeding points forward for consideration by the future leadership team.

He stated that the proposed plan will be used moving forward.

He thanked the group for their work on this effort.

ASHRAE ACTIVITIES IMPACTED BY GOVERNMENT SANCTIONS

Mr. Schwedler reported that Mr. Hogeling reached out regarding the situation in Ukraine and the steps that other associations that collaborate with Russia and Ukraine are taking. He reported that Mr. Littleton and the legal team reviewed US sanctions related to the conflict.

Mr. Littleton reported that sanctions are governed by OFAC. He reported that there are specific limitations against having members or selling products into specific Russian separatist regions of Ukraine, as well as Crimea. There are no specific OFAC restrictions related to having members or selling products in Russia.

He reported that there are ten members in Russia.

Mr. Schwedler stated that he did not think Society should cut ties with members because of sanctions. Members serve as individuals. He expressed his opinion that nothing should be done related to the ten Russian members, other than provide them with the same support that is provided to our other 51,000 members. He added that removing members requires a 2/3 vote by the BOD.

Mr. Littleton reported that Society has a Nexus Lexus system that is a list of designated nationals; the software checks that list any time a transaction is made. During this process, it was discovered that Society let that check and balance system lapse and it is currently being reinstated.

Mr. Schwedler reported that Mr. Hogeling also raised the point that there is a Russian organization that is part of AASA. The organization is specifically associated with various government bodies within Russia.

Mr. Littleton added that the group is ABOK, a Russian HVAC association that has been a long-standing member of AASA. Should Society continue to do business with them? There is nothing from a legal standpoint that would keep them from being a member of AASA.

He reported that REHVA has severed ties with ABOK. European standards organizations have also severed ties with Russian individuals and organizations. ANSI has issued a statement, reaffirming that there is nothing in the current OFAC regulations that would prevent ongoing business.

Mr. Hogeling reported that REHVA suspended memberships. He suggested that this was done because REHVA members are in much closer range of the conflict and are much more worried. European countries are having a higher level of sanctions as compared to the US. He stated that REHVA's decision is in line with ISSO's decision.

Mr. Mehboob stated that Society's vision is to serve humanity. Society is a non-political organization. If the law requires Society to sever ties, Society should comply with the laws of the US. If the law does not require that, Society should stay apolitical.

It was asked if AASA has been contacted to provide a general consensus on the matter.

Mr. Schwedler reported that AASA documents were reviewed and there is no information about joining nor rescinding an organization's membership. The membership doesn't decide who becomes members. AASA has not been contacted regarding this issue and he expressed his opinion that they should not be consulted.

Mr. Littleton asked if the presence of ABOK within the AASA would prevent other members from participating?

Mr. Rakheja stated that going to AASA would be very dismissive and would take away the harmony that group enjoys. He suggested that AASA concentrate on technical issues.

Mr. Hogeling stated that he appreciated that this conversation was hard. He stated that he felt that it was his duty as a European to bring this forward. He stated that he understood the Committee's statements and why Society may choose to not follow REHVA's example, and he expressed appreciation for the opportunity to discuss.

Mr. Schwedler stated that ExCom would not take any action on this matter. He stated that it is extremely important that ExCom understand what is going on in other places. He thanked Mr. Hogeling for being Society's eyes and ears on the ground.

EXECUTIVE SESSION

Executive session was called at 10:34 am.

Open session reconvened at 12:21 pm.

NEW BUSINESS

MAY CLIMA CONFERENCE

It was reported that Mr. Schwedler and Mr. Sepulveda will attend the CLIMA Conference in May to represent ASHRAE, in addition to the three-person team working on the technical side of the conference.

It had not been decided who would stay to attend the dinner.

IEA-EBC WORK PLAN

Mr. Littleton reported that Mr. Olesen led the charge for this MOU. He reported that staff can provide additional recommendations.

Mr. Littleton will send recommendations on the IEA-EBC work plan to Mr. Schwedler and Mr. Mehboob for review.

OPERATIONAL EFFICIENCY

Ms. Scoggins suggested that a process for a work plan template be developed.

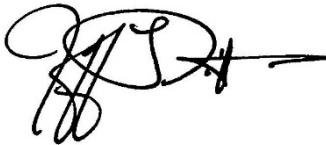
Ms. Maston stated that the Vice President's are working on this item with staff support.

Mr. Constantinide suggested that consent agendas be used, and information items be shared before the meeting to speed up BOD meetings.

Mr. Schwedler stated that it is important not to discount the work that has gone into reports but using BOD time efficiently is important. He suggested that there needs to be a balance between the two.

ADJOURNMENT

The meeting adjourned at 12:28 pm.

A handwritten signature in black ink, appearing to be 'J. Littleton', with a horizontal line extending to the right.

Jeff H. Littleton, Secretary

ATTACHMENTS:

A. Finance Committee Update

**ASHRAE
GENERAL FUND
FY21-22 Forecast vs. FY22-23 DRAFT Budget**

	DRAFT		FY21-22 FCST vs. Dollars	Comments	
	Forecast FY 2022	Budget FY 2023			
REVENUES					
31 Membership Dues	\$7,656.4	\$7,858.5	202.1	3%	\$10 or 4% increase in full paying dues member rate
32 Publication Sales	3,622.3	3,697.7	75.4	2%	Popular standards release in last FY2022 should carryover into FY22-23
34 Advertising Income - Print	2,288.2	2,456.0	167.8	7%	Actuals in FY21-22 are trending higher; anticipating "normal" Winter Meeting
34 Advertising Income - Non-Print	1,135.0	1,260.0	125.0	11%	Except for FY19-20, actuals trending higher for over 5 years
35.1 Meetings/Conferences Registration	1,418.4	1,344.5	(73.9)	-5%	Las Vegas/Toronto vs. Atlanta/Tampa
35.2 Certification Registration	260.0	270.0	10.0	4%	
35.3 Education Registration	1,801.3	2,318.5	517.2	29%	Anticipates 12 months of in-person courses in addition to virtual offerings
37 Special Project Income					
38 Contribution Income	46.8	41.8	(5.0)	-11%	
41.1 AHR Exposition Income	5,580.0	6,400.0	820.0	15%	Chicago - 500K nsf assumption
41.2 Contributions and Matching Gifts	(1,361.4)	(1,337.4)	24.0	-2%	
41.3 Exposition Income - Other Countries	34.3	58.0	23.7	69%	Guadalajara
44 Reserve Transfers	255.0	550.0	295.0	116%	Decarbonization Funding
46 Miscellaneous Income	466.9	394.7	(72.2)	-15%	No UNEP in budget (uncertain); slightly lower sponsorship income
TOTAL REVENUES	23,203.2	25,312.3			
EXPENSES:					
51 Salaries	8,924.7	9,350.5	425.8	5%	Budget based on current staffing levels (existing/open positions)
52 Payroll Taxes, Benefits, Personnel	2,677.1	2,788.0	110.9	4%	
61 Publishing	1,165.2	1,263.3	98.1	8%	
62 Promotion (All Depts)	1,304.2	1,400.2	96.0	7%	
64 Meetings/Conferences	2,283.5	1,992.2	(291.3)	-13%	Las Vegas/Toronto vs. Atlanta/Tampa
64 Education Courses/Trainings	580.8	753.5	172.7	30%	See above Education Revenue comment
66 Travel	1,691.2	2,142.2	451.0	27%	Assumes 12 months of "normal" travel for all Councils/Committees
68 Awards, Certif, Logo Cost of Goods Sold	164.0	164.0	-	0%	
71 Research Projects & Grants	182.7	182.7	-	0%	
73 Special Projects					
76 Public Relations	54.9	74.9	20.0	36%	Scaled back Las Vegas Winter Mtg. due to lower member turnout
78 Occupancy & Insurance	750.0	794.5	44.5	6%	Insurance costs, taxes (real estate/property)
82 Office Expense and Organizational Dues	1,526.1	1,530.1	4.0	0%	
84 Outside Services	2,267.0	2,810.8	543.8	24%	Put 100% of Decarbonization expense as a placeholder for now
88 Other Expenses	704.1	681.7	(22.4)	-3%	
88.1 Prepaid Expenses (contra acct)					
89 Opportunity Fund					
90 Depreciation	921.9	906.9			
91 Allocation of Overhead & BOD	(708.8)	(673.8)			
TOTAL EXPENSES	24,488.6	26,161.7			
SURPLUS (DEFICIT) before reserve income	(1,285.4)	(849.4)			
91.2 Gain on Sale of HQ					
91.5 Contributions - HQ Building	700.0	600.0			
91.6 Interest Expense - HQ	90.0	80.0			
91.8 PPP Loan Forgiveness	2,009.3				
92 Non-Recurring Expenses					
Reserve Investment Income:					
95 Investmt Income - Reserves (net of exp)	699.4	699.4			
96 Transfer Reserves Portion Used Currently	(255.0)				
Remaining Reserve Investment Income	444.4	699.4			
OVERALL SURPLUS (DEFICIT) after reserve income	1,778.3	370.0			