



MINUTES
EXECUTIVE COMMITTEE MEETING

Tuesday, November 1, 2022

Approved by the Executive Committee on February 4, 2023.

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ACTION ITEMS

Executive Committee Meeting

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No. - Pg.	Responsibility	Summary of Action	Status	Goal Date
1 - 4	Littleton	Compile the minutes from all the industry roundtables into a single document and circulate the compiled document to ExCom and the BOD.		
7- 2	Knight	Select and lead a group of members to study the feasibility of the BOD conducting meetings alongside CRCs in different regions and provide a recommendation on a policy moving forward. The group should consider the report coming forward from the ASHRAE at International Conferences Task Group. The recommendation should also include financial details for visiting CRCs in different regions.		



MINUTES
EXECUTIVE COMMITTEE MEETING

Tuesday, November 1, 2022

MEMBERS PRESENT:

Farooq Mehboob, President
Dennis Knight, Treasurer
Billy Austin, Vice President
Dunstan Macauley, Vice President
Sarah Maston, Vice President
Ashish Rakheja, Vice President
Jeff Littleton, Secretary

GUESTS PRESENT:

Bryan Holcomb
Jim Arnold
John Constantinide
Kishor Khankari
Luke Leung

STAFF PRESENT:

Candace DeV Vaughn, 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

CALL TO ORDER

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

CODE OF ETHICS

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

ROLL CALL/INTRODUCTIONS

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

REVIEW OF MEETING AGENDA

The agenda was reviewed. 'Market Transformation' was added to *New Business* and was assigned to Mr. Macauley.

STANDARD 90.1 ZERO ENERGY CARBON

Mr. Littleton reported that this issue was fully resolved in the wake of the Istanbul BOD meeting and no further discussion was needed.

ISTANBUL MEETINGS DEBRIEF

Mr. Littleton reported that travel reimbursements were still being submitted and staff is in the process of calculating the total cost.

It was suggested that members of ExCom discuss lessons learned, the possibility of regular summits, value in BOD members seeing CRC motions, and the like.

Mr. Mehboob opened the floor to comments.

Mr. Knight reported that he chaired a debrief following the conference and that the meeting was very beneficial for him personally. He reported that one item that came up was that a help desk could not be manned around the clock and conversations with hotel staff were a little cumbersome; he stated that he was not sure there was anything that could have been done.

Mr. Mehboob asked the following questions of the group regarding the summit – Did we have the right speakers? Did we miss something? Did we have the right topics?

Mr. Littleton suggested that there would be great value in having a more focused summit. There were a lot of topics covered at the summit and in the breakout groups. Some of the rooms were better staffed than others, in terms of having experts in the room. For example, several in the cold chain group were not familiar with cold chain issues.

He stated that a big issue for this summit and others in the future will be deliverables. How does the report relate to other deliverables?

Mr. Mehboob stated that the desire was to address the critical issues of the day and six critical issues were selected. An overarching goal was to raise ASHRAE's profile; Mr. Mehboob expressed his opinion that this goal was achieved. He stated that more focus is certainly a good idea.

Mr. Mehboob reported that deliverables are due in December and a report will be assembled and sent to all organizations that attended the summit. He stated that the report will likely include recommended actions. He suggested that another summit not be organized until all outcomes of the Istanbul summit are known.

Mr. Mehboob agreed that there were not audience subject matter experts present.

Ms. Maston stated that the format worked well. In the past, there has been some frustration with breakouts when the smaller groups come back together, the larger group tends to nitpick the work of the smaller groups. Because everyone had something to focus on, this dynamic was not as prevalent at the Istanbul summit.

She stated that there were enough people in the room that had subject matter background, who helped to guide conversation.

Ms. Maston stated that the summit went really well and that she enjoyed it.

Mr. Mehboob expressed agreement with Ms. Maston and stated that he learned quite a lot as well.

Mr. Rakheja stated that the format was a good one. He suggested that variety was needed in the room.

He expressed that the summit report was crucial.

Mr. Rakheja suggested that the summits be done on a more regular basis as Society needs the views of the larger world. The Istanbul summit provided views from just one part of the world and it was shown just how much variety there was there.

Mr. Austin reported that he attended the cold chain breakout where the speaker had limited expertise. He reported that it was an interesting discussion as the group discussed what they did not know.

He stated that the deliverable is very important. He expressed his hope that the deliverable be actionable, and that action be taken.

Mr. Macauley reported that he was unable to attend the Istanbul summit but he had attended summits in the past. He expressed agreement with previous comments regarding diversity and experts in the room.

He shared items from previous summits that were successful - Spend more time with each topic; come up with an action plan; plan time, implementation, and accountability to a body as per the recommendations of the summit; collaborate with other organizations so the right people are in the room.

It was asked if there were summits held in Spain. Mr. Mehboob reported that there were industry roundtables with the goal of listening to the customer. The focus of the roundtables was to learn what the market wants Society to do and the goal is that the roundtables will help Society to craft products and services that are in demand.

Industry roundtables were also held in Japan, Madrid, an Istanbul. Another is planned in Atlanta and in Monterrey for the Region VIII CRC.

Mr. Knight provided additional details on the industry roundtables. He reported that the roundtables have primarily been with industry leaders and manufacturers. In Tokyo, two primary topics of discussion were workforce development and decarbonization. There were also lots of questions and discussions on compliance. He reported that there is a good set of minutes from the Tokyo roundtable. He suggested that it would be helpful to combine all of the roundtable reports into one, with a bullet list that could be integrated into the strategic plan or referred to the cognizant technical groups.

Mr. Mehboob added that there were also discussions of refrigerants and it was suggested that Society should take a leadership position on refrigerants.

Mr. Knight reported that there was also discussion of flexibility of ASHRAE Standards. It was suggested that Society move towards performance-based standards. It was also stated that for jurisdictions that may not use the baseline systems, current Standards are primarily North American centric.

Topics of discussion at the Tokyo industry roundtables were summarized – refrigerants, flexibility of Standards, workforce development, and compliance with environmental, social and governance requirements.

Mr. Mehboob reported that at the Spain roundtable the feeling was that ASHRAE Standards are not needed.

Mr. Littleton stated that he is a huge fan of the industry roundtables. He stated that Society needs market intelligence on what design firms need from Society. Mr. Littleton stated that the roundtables were very successful, and he congratulated President Mehboob for initiating them.

Mr. Littleton reported that in Madrid, translations were a big issue, along with data centers. It was also discussed that it was important to have courses in Spain taught in Spanish, with materials printed in English. Frustration with government regulations was also expressed.

He reported that there was not much demand for EPDs. There was also discussion of oversized equipment and how ASHRAE guidance can often lead to oversizing. LEED is very prevalent in Spain and was discussed in terms of professional licensing. The 'A' in ASHRAE causes some issues and speaks to the need of locally flavored products and services.

Mr. Knight stated that similar topics came up in Istanbul as well. Beginning to see a pattern that some members in the room may be driving conversations to some extent. He stated that there seems to be a gravitation towards the same topics.

Mr. Mehboob suggested that the gravitation towards the same topics is good because Society is seeing the general direction the industry wants to take.

Staff will compile the minutes from all the industry roundtables into a single document and circulate the compiled document to ExCom and the BOD.

AI - 1

Mr. Khankari suggested that BOD members may also have views on the summit. He suggested that a similar agenda item be added to the BOD agenda.

He stated that the summit was good and expressed a desire for continuity from one Society President to the next.

Mr. Mehboob responded that there is a great deal of continuity between Ms. Scoggins, Mr. Knight, and himself.

Mr. Knight expressed agreement and stated that the three are fairly well aligned.

Mr. Austin stated that there were times during the summit that a question would be asked of the panel and it was quiet for a bit. He suggested that panelists be asked to prepare for questions that will be asked of them.

Mr. Mehboob expressed agreement with Mr. Austin. It would be good if summit panelists were prepped as part of the invitation.

It was asked if the topic for the roundtable in Atlanta had been set? Had the invitation list been finalized?

Mr. Mehboob responded that the one question to be asked is, "What do you want ASHRAE to do for you?" There was no other agenda, and the goal is free discussion.

The regions were involved previously to assist with the invitation list to get industry leaders from all over the world. Locations for the other roundtables were selected because they are manufacturing hubs.

Mr. Littleton stated that Ms. Abrams raised the point that there may be some confusion regarding who is leading the charge for developing the roundtable invitation list for Atlanta. Staff will ensure that an invitation list is organized. He welcomed any feedback.

Ms. Abrams added there is already a VIP list and VIP luncheon invite list for Atlanta. She asked if Society could leverage the fact that those VIPs will already be on site and invite all or some of them to be involved in the roundtable. She stated that feedback on her suggestion would be appreciated.

Mr. Macauley stated that Ms. Abrams presented a good suggestion. He stated that it was mentioned previously that market intelligence is needed. He reported that Pub and Ed Council will have a virtual town hall with practitioners. Can the Atlanta roundtable focus on design practitioners? He suggested that this be used as an opportunity to get some of that market intelligence.

Mr. Mehboob stated that the focus of the roundtables will not be narrowed to just practitioners. The industry as a whole is being targeted, and that includes practitioners.

He stated that Mr. Littleton will make the final decision on who is invited to the roundtable in Atlanta.

Mr. Mehboob opened the floor to comments on the Istanbul BOD meeting.

Mr. Austin stated that the paper ballot was an excellent way to put forward a critical vote. He expressed that he has felt momentum in a vote before and that the paper ballot is a way to get a more authentic vote.

Mr. Macauley stated that PollEverywhere has been used for BOD elections and BOD votes in the past. Can electronic balloting be used as opposed to paper? Paper ballots caused a lot of lag time.

Mr. Littleton stated that PollEverywhere is helpful for informal votes and was effective during the summit. The Nominating Committee has also used it consistently. For BOD votes, there have been issues with tallies not adding up.

He expressed that he does not think that confidential voting is not necessary for all BOD votes. For certain BOD votes, having the ability to defer to a confidential polling system is good. He stated that he wonders about the quest for transparency and the relationship between transparency and a confidential vote where members can't see how BOD members have voted. He suggested that a balance is needed.

Mr. Knight stated that from a transparency standpoint, a record of votes could be kept. Transparency point is guests being tuned into the deliberations. From a DEI standpoint, the confidential ballot solves some issues. Agree it is a delicate balancing act.

Mr. Khankari suggested that roll call votes be conducted in reverse order, with ExCom voting last.

Mr. Austin stated that a DEI element of confidential voting is the elimination of intimidation. He stated that a record of votes preserves transparency.

Mr. Mehboob opened the floor to comments on the RAL CRC in Istanbul.

Mr. Littleton stated that the passion of the RAL chapters is amazing. Society would do well to have North American chapters as passionate about ASHRAE as members in RAL.

He stated that RAL is a big group and he expressed concern about the size of the group and effectiveness of having discussions with a group that large.

The dinner where members wore their country's attire was a highlight of the whole week for me.

The RAL CRC was absolutely amazing. He congratulated the Region on their success.

Ms. Maston stated that the meetings were great. She expressed that the social events and opportunities to interact one on one were the highlights for her.

Mr. Mehboob opened the floor for discussion on the frequency of international BOD meetings moving forward.

Mr. Knight suggested that international BOD meetings be set up on no less than a three-year cycle.

Mr. Macauley stated that an international meeting every three years would be great and that it doesn't necessarily have to tie into a CRC. Some of the U.S. regions would appreciate having the BOD visit as well and those visits would be just as insightful.

Ms. Maston stated that there wouldn't be the same draw for a BOD meeting that is not done in conjunction with a CRC; BOD members will be talking to themselves.

Mr. Macauley stated that unintended consequences of not hosting BOD members in all regions could be that the Society is telling members in other regions that they aren't valued as much. If the BOD visits CRCs as part of BOD meetings, the plan should be to visit regions in North America as well.

Mr. Mehboob expressed agreement with Mr. Macauley. The members want to see the BOD, there is no question to that.

Mr. Littleton stated that he heard some rumblings regarding BOD member's time commitment at this event. Committing to a six-day meeting in addition to the Annual and Winter Meetings is a big lift for some BOD members.

Mr. Knight will select and lead a group of members to study the feasibility of the BOD conducting meetings alongside CRCs in different regions and provide a recommendation on a policy moving forward. The group should consider the report coming forward from the ASHRAE at International Conferences Task Group. The recommendation should also include financial details for visiting CRCs in different regions.

OLD BUSINESS

PAYMENTS TO MEMBERS

Mr. Macauley reported. The full presentation is included in ATTACHMENT A.

Mr. Macauley reported that the numbers for HVAC Essentials were reviewed from a cost perspective. The course has been profitable for ALI and Society. The course has been available since 2011 and there have been a total of ten instructors.

He recommended that ways to make the course more local be investigated. Translating courses into other languages can help facilitate the course being more localized.

He reported that, generally, instructors are on site for eleven days and their payment reflects the time commitment of teaching the course.

Payments to BOD members in the last several years wasn't because they were BOD members, most were instructors prior to being BOD members. He stated that the selection of subject matter experts as BOD members speaks highly of the Society nominating process; talented members were recognized and elected to serve on the BOD. It is difficult to mine who has been an instructor while serving on the BOD but he is working on collection of this information now.

ALI courses are reviewed by the Training and Education Committee, as required by the ROB.

A policy on presenting ALI courses in other languages will be drafted soon. If approved, the policy would require a change to the ROB and would therefore require BOD review and approval.

For solicited courses, an RFP is issued.

Mr. Mehboob asked if Society is obliged to only work with instructors that created the course 10-15 years ago.

Mr. Macauley reported that eight new instructors have been selected. The instructors were selected by the Training and Education Committee and the members that developed the course.

Mr. Mehboob asked if Society is beholden to the original authors or if a solicitation for new instructors could be issued to all 55,000 Society Members.

Mr. Owen reported that most of the time, course authors are also instructors. Instructors were added to the HVAC Design course because of demand, there is now more work than the original authors can manage. ALI instructors are vetted by Pub and Ed Council. He reported that he did not see an impediment to asking the entire general membership if they are interested in being an instructor.

Mr. Macauley reported that a better job needs to be done to advertise calls for instructors and doing so will definitely be part of the transparency recommendations coming forward.

Mr. Littleton reported that there is no law that prohibits members of the BOD from getting paid. Oftentimes, BOD members are paid just for serving on boards. There is a Bylaw that says BOD members should not be paid and the interpretation is that they should not be paid specifically for their BOD service. He read Bylaw 5.1:

... Elected officers shall receive no salary, emolument, or compensation for services rendered to the Society as officers. ...

Mr. Khankari stated that if documents and courses are simply translated into other languages, Society is again imposing a North American view. There is enough wisdom outside of North America that those regions can develop their own courses. He suggested that courses not only be translated, but that opportunities be given to members to submit new courses.

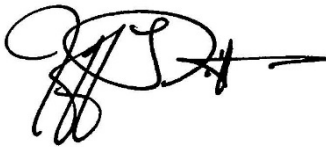
EXECUTIVE SESSION

Executive session was called at 9:44 am.

Open session reconvened at 10:16 am.

ADJOURNMENT

The meeting adjourned at 10:17 am.

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

Jeff H. Littleton, Secretary

ATTACHMENTS:

A. Payments to Members Presentation

ASHRAE ALI Payment to Members Discussion

HVAC Essentials Payment

Total Compensation vs Revenue (\$x1000)		
Fiscal Year	Paid	Revenue
2011	\$18.0	\$59.9
2012	\$39.0	\$209.2
2013	\$69.0	\$273.2
2014	\$93.0	\$507.6
2015	\$114.0	\$558.5
2016	\$202.5	\$1,026.6
2017	\$193.5	\$834.0
2018	\$207.0	\$831.3
2019	\$167.1	\$800.6
2020	\$102.8	\$514.8
2021	\$135.0	\$358.4
2022	\$284.5	\$412.3
TOTAL	\$1,625.4	\$6,386.4

INSTRUCTOR 1	
Courses	Payment
9	\$37,000

INSTRUCTOR 2	
Courses	Payment
96	\$363,000

INSTRUCTOR 3	
Courses	Payment
1	\$1,200

INSTRUCTOR 4	
Courses	Payment
74	\$274,500

INSTRUCTOR 5	
Courses	Payment
3	\$5,450

INSTRUCTOR 6	
Courses	Payment
89	\$357,000

INSTRUCTOR 7	
Courses	Payment
28	\$105,300

INSTRUCTOR 8	
Courses	Payment
3	\$5,450

INSTRUCTOR 9	
Courses	Payment
123	\$474,000

INSTRUCTOR 10	
Courses	Payment
2	\$2,000

Why do “4 out of 5” BOD members account for a large % of payments to members?

The HVAC Design Level I and Level II courses comprise the single largest revenue-producing education program that ALI conducts. The instructors' time commitment is the largest for any ALI program, requiring travel in most cases for 3-5 days of 6 hours per day instruction. The originating authors began instructing at the program's inception in 2011, prior to their participation on the BOD. Other instructors have been added as the program expanded frequency of offering the courses. Some of the instructors have subsequently been elevated to the BOD and have continued to provide instruction, though with decreased availability in some cases.

Why fraction of the payments relate to travel expenses?

Instructors are reimbursed for travel expenses directly related to providing instruction for the courses. Those reimbursements, which are substantiated by submission of receipts, are not included in the summary of payments to members provided each year. That summary lists honorarium amounts only.

Does ExCom or the BOD review the course evaluations?

No. The course evaluations are reviewed by the Training and Education Committee (TEC). Also, section 2.418.003.B of the Rules of the Board states that the Training and Education Committee is responsible for defining the direction and content of the educational and training portfolio, marketing and creating awareness, assessment and evaluation, review cost and profit of courses and other items under its jurisdiction. Therefore, review of the course evaluations should be a TEC function so that ExCom and the Board of Directors can focus on the overall strategic direction of the Society.

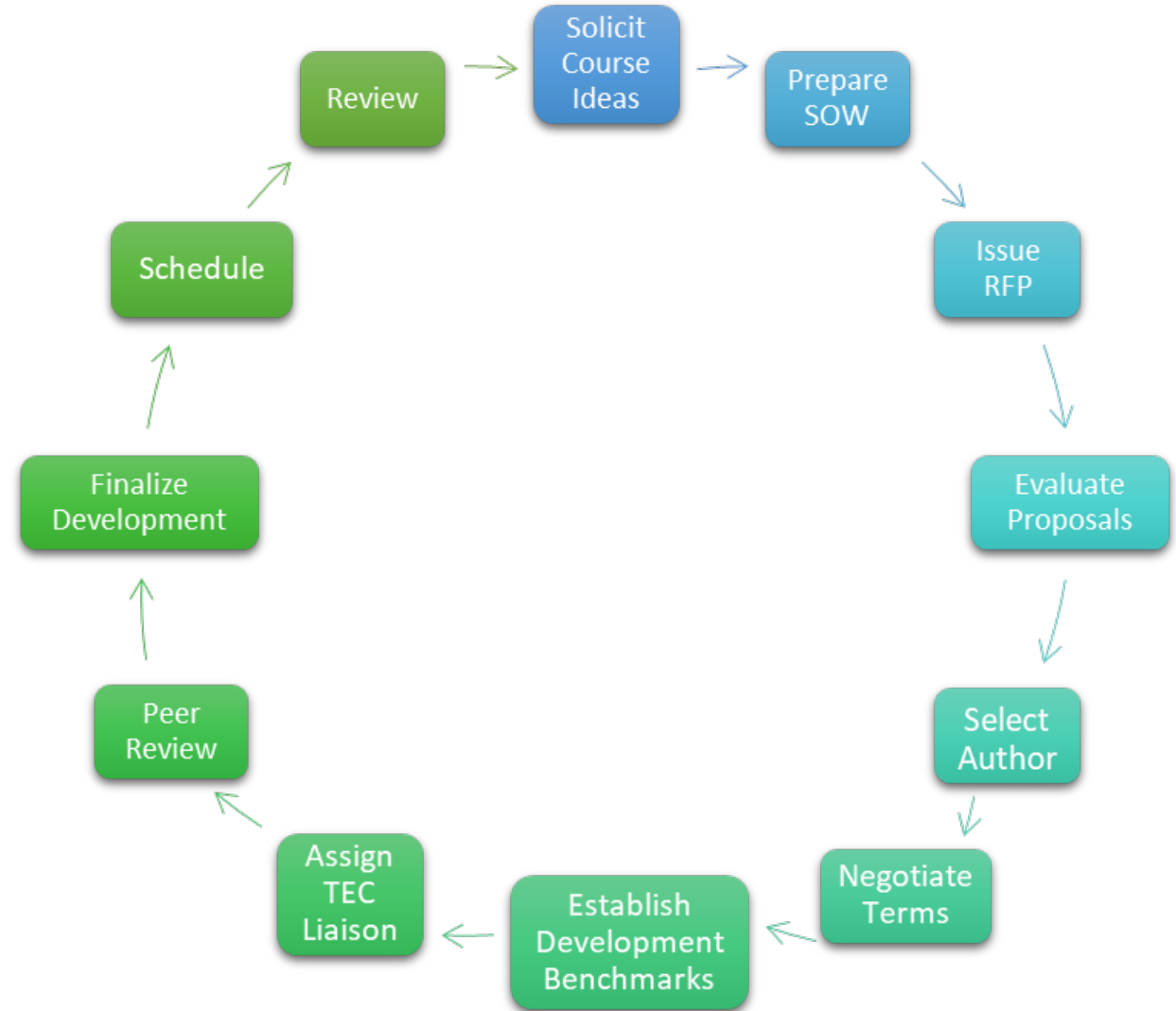
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What is the policy and process for ALI course instructor appointment? How can we expand the pool of instructors?

Course instructors are most often also the authors/content developers. Therefore, TEC's process for selecting instructors is typically integrated with course proposal approval.

PEC is committed to providing a more transparent and more diverse course listing. As one of our MBO's, PEC will be instituting policy to expand our courses and instructors globally. Also, we are committed to identifying our more popular offerings and having instructors who can provide those offerings in languages other than English across the world.





Thank
You!
