



Shaping Tomorrow's  
Built Environment Today

**MINUTES**

**SOCIETY RULES COMMITTEE MEETING**

**Tuesday, August 24, 2021  
2:00PM – 3:30PM**

*Note: These minutes are the official record of minutes voted on and approved by SRC at the October 25, 2021 meeting.*

**TABLE OF CONTENTS**  
Society Rules Committee Meeting  
August 24, 2021

<b>CALL TO ORDER</b> .....	<b>1</b>
<b>CODE OF ETHICS</b> .....	<b>1</b>
<b>ROLL CALL</b> .....	<b>1</b>
<b>REVIEW OF AGENDA</b> .....	<b>1</b>
<b>APPROVAL OF MINUTES</b> .....	<b>1</b>
<b>MOPs FOR REVIEW/APPROVAL</b> .....	<b>2</b>
Nominating Committee MOP .....	<b>2</b>
Life Members Club MOP.....	<b>2-3</b>
<b>ROB EDITS FOR REVIEW/APPROVAL</b> .....	<b>3</b>
ROB Section 1.300 Position Documents and Public Policy Issue Brief.....	<b>3</b>
ROB Section 3.400, 10.3 Rules of The Board – Previously Approved Reference Manual Change.....	<b>3-4</b>
<b>OLD BUSINESS</b> .....	<b>4</b>
2.200.010 Board Approved Awards and Elections.....	<b>4</b>
<b>NEW BUSINESS</b> .....	<b>4-5</b>
ExCom Request .....	<b>4-5</b>
<b>FUTURE MEETINGS</b> .....	<b>5</b>
<b>ADJOURNMENT</b> .....	<b>5</b>

**PRINCIPAL MOTIONS**  
Society Rules Committee Meeting  
August 24, 2021

No. – Pg.	Motion
1-1	The Society Rules Committee minutes from the June 22, 2021 meeting as presented be approved.
2-2	The edits to the Nominating Committee MOP as presented be approved.
3-3	<p>Edits to the Life Members Club as presented be approved with the addition of striking the word “summer” and adding an “s” to section 3 as presented below:</p> <p>3. Meetings of Members</p> <p>3.1. Regular LMC meetings shall be scheduled during the Society’s Winter <del>Conference</del> and Annual Meetings <del>{summer}</del> and <del>Winter Conference</del> <u>as</u> luncheon meetings.</p>

**ACTION ITEMS**  
Society Rules Committee Meeting  
**August 24, 2021**

No. – Pg.	Responsibility	Summary
1-1	Mr. Cooper	Review ROB Volume 4 recommended deletions and provide a new ROB location for these items if applicable.
2-1	Mr. Fick	Follow-up with Mr. Macauley regarding intended ROB changes concerning the ERB.
3-1	Mr. Gagnon/Ms. Thomle/ Mr. Cooper	Work with Mr. Cooper to review the draft BOD MOP and Reference Manual and provide recommendations for items that should be included
4-4	Mr. Fick/Staff	Formulate supporting text for the motion regarding edits to ROB Volume 4.2.9, a to be sent to the BOD.
5-5	Mr. Fick	Assign members to review the proposed two-page Parliamentary Rules instructional cheat sheet for consistency with the main ASHRAE Rules of Order document after it has been approved by SRC.

**MINUTES**  
Society Rules Committee Meeting  
**August 24, 2021**  
**2:00PM -3:30PM**

**MEMBERS PRESENT:**

Doug Fick  
Ken Cooper  
Bert Phillips  
Ron Gagnon  
Adrienne Thomle  
Don Brandt

**STAFF PRESENT:**

Candace Devaughn, Manager of Board Services  
Chandrias Jacobs, Coordinator of Board Services

**CALL TO ORDER**

Mr. Fick called the meeting to order at 2:03pm on Tuesday, August 24, 2021.

**CODE OF ETHICS**

Mr. Fick read the ASHRAE Code of Ethics commitment.

**ROLL CALL**

Members and staff were in attendance as listed above. A quorum was present.

**REVIEW OF AGENDA**

Item *ExCom Request* was added to New Business.

**APPROVAL OF MINUTES**

Mr. Cooper moved and Ms. Thomle seconded that

**(1) The Society Rules Committee minutes from the June 22, 2021 meeting as presented be approved.**

**MOTION 1 APPROVED (4:0:0 CNV)**

**ACTION ITEMS REVIEW**

Action Items 1 and 4 were reported as complete. Action items 2 and 3 were reported as ongoing.

**ACTION ITEM - Mr. Gagnon and Ms. Thomle will work with Mr. Cooper to review the draft BOD MOP and Reference Manual and provide recommendations for items that should be included.**

## **MOPs FOR REVIEW/APPROVAL**

### **Nominating Committee**

Edits to the Nominating Committee MOP were reviewed.

Mr. Cooper noted that he had no comments regarding the edits presented. It appears the edits were presented based on the work of the group.

Mr. Cooper moved, and Ms. Thomle seconded that

### **(2) The edits to the Nominating Committee MOP as presented be approved.**

Mr. Brandt commented that the following recommendation under section 12 regarding conflict of interest may need to be revised as it should possibly not be removed:

#### SECTION 12 Conflicts of Interest

12.1 A conflict of Interest occurs when any member of the committee has undue knowledge of a suggested or proposed candidate. Undue knowledge includes a direct superior in the workplace, a direct subordinate in the workplace, a family member, ~~a co-worker in the same company~~, and other such occurrences.

He asked the committee how coworker is defined in the above.

Mr. Fick commented that he believes the edits as written are necessary due to the size of the organizations in which candidates are employed.

He referenced the possibility for another potential edit regarding how Winter and Annual Meetings are listed. In the Nominating Committee MOP, the two meetings of the Society are listed as Winter Conference meetings and Annual Conference meetings. Everything in the Rules of the Board was changed to reflect the two major meetings of the Society as Winter and Annual Meetings. An example of this is in Section 8 meetings of the Nominating MOP. Should this be consistent with the ROB?

Ms. Thomle inquired why references to meetings of the Society was changed in the ROB.

Mr. Fick responded that the change in the ROB for Winter and Annual Meetings was considered syntax as the first meeting of the Society is the Winter Meeting.

Ms. DeVaughn noted that the intention of making the "m" lowercase in meetings was to distinguish between the meetings of the Society and the Winter and Annual meetings of the Nominating Committee.

Mr. Fick reminded the committee that a motion was on the floor regarding the current verbiage. Asked the committee if there were any other comments as the word "conference" is also included when referencing Winter and Annual meetings of the Society.

Mr. Cooper stated that the Nominating Committee proposed this wording, and it should stay.

### **MOTION 2 APPROVED (4:0:0 CNV)**

#### **Life Members Club MOP**

Mr. Fick asked the committee if there were any comments regarding edits to the Life Members Club MOP as presented.

Mr. Cooper noted that he made changes to the MOP as listed in the minutes from the last SRC meeting. Mostly minor changes were done.

Mr. Fick noted that the word "Conference" under Section 3.1 Meetings of Members will need to be deleted for consistency. An "s" should also be added to meetings so that the sentence reads as below:

3. Meetings of Members
  - 3.1. Regular LMC meetings shall be scheduled during the Society's Winter ~~Conference~~ and Annual Meetings s [summer] and ~~Winter Conference a~~s luncheon meetings.

Mr. Fick commented that maybe "summer" should be deleted as one could argue that for South American members, the winter meeting is the considered the summer meeting due to time difference.

Mr. Cooper stated that he agreed with striking summer also. He noted that there was also a suggestion that the reference to the luncheon meeting should be removed.

Mr. Cooper advised that references to luncheon meetings should stay as they reflect how the club is currently operating.

Ms. Thomle inquired about Section 4 Quorum in the MOP as it states that the Chair shall establish the quorum for a meeting of the LMC members as those members who are present but not less than 10. Requested verification regarding how many members are a part of the Life Members Club.

Mr. Cooper notified Ms. Thomle that there are almost five thousand members of the Life Members Club. If the entire membership were needed to have quorum, not a lot of work would get done.

Mr. Cooper moved, and Ms. Thomle seconded that

**(3) Edits to the Life Members Club as presented be approved with the addition of striking the word "summer" and adding an "s" to section 3 as presented below:**

3. Meetings of Members
  - 3.1. Regular LMC meetings shall be scheduled during the Society's Winter ~~Conference~~ and Annual Meetings s [~~summer~~] and ~~Winter Conference a~~s luncheon meetings.

**MOTION 3 APPROVED (4:0:0 CNV)**

#### **ROB EDITS FOR REVIEW/APPROVAL**

##### **ROB Section 1.300 Position Documents and Public Policy Issue Brief**

Changes to ROB Section 1.300 were reviewed at the request of Ms. Reiniche. No formal motion was brought forward for SRC review.

Mr. Brandt inquired if Ms. Reiniche and Ms. Yates reviewed the edits to section 1.300 before it was submitted to SRC.

It was noted that the edits to ROB Section 1.300 were a combined effort from Ms. Reiniche and Ms. Yates at the request of GAC and Tech Council.

Mr. Fick noted that the edits as presented allow ExCom to be the final approval for PPIBs. He asked Ms. Thomle if she had any comments as a BOD member that sits on Tech Council.

Ms. Thomle spoke in favor of the changes. She noted that the edits reflect how Tech Council operates when reviewing PPIBs. She shared that the Council gets a chance to review it, not to change it. Any comments from Tech Council can be sent to GAC for review. The cleanup of PPIBs as presented is helpful.

There was consensus that if a motion was brought to SRC for approval, it would have been approved unanimously.

**ROB Section 3.400, 10.3 ROB– Previously Approved Reference Manual Change**

The previously approved edits were brought before the Committee for discussion as it was noticed that the text originated from the ROB

Mr. Fick stated that right now the entire section deals with modifications. It was changed in a subordinate document. We can undue this change, or it can remain. If it remains, we will need the BOD to approve.

Mr. Brandt noted that it appears that only one sentence was moved. It's the exact same wording.

Mr. Fick expressed that this may be a good item to table. Following Mr. Coopers logic, we are contemplating getting rid of ROB Volumes 3 and 4. We can table this until the next meeting to see where we are with the edits of ROB Volumes 3 and 4.

Mr. Phillips shared that the edits to ROB Section 3.400, 10.3 Rules of the Board were recommended so that a reason would have to be given for any proposed additions, deletions, or changes. The way it was previously written only required an explanation for deletions.

Mr. Cooper notified Mr. Bert that he still agrees with the changes presented.

Mr. Fick notified the committee that this item will be discussed during the next meeting to see how this intertwines with the discussion regarding Volumes 3 and 4. We won't bother the BOD with this one but may bother them with a much larger item. We will add this to old business for the next meeting.

**OLD BUSINESS****ROB Volume 3, Section 4.2.9, a - Board Approved Awards and Elections**

Mr. Fick noted that edits to ROB Section 4.2.9, a in Volume 3 were approved last meeting, however, there was concern from SRCs previous Chair, Ken Fulk, that movement of this item may have been done prematurely. These items address standing rules of the BOD and none of this has to do with H&A, the new location for the chart.

Mr. Cooper noted that while he agrees with Mr. Fulks observation, movement of this item was recommended as its original location allows it to be hidden. Any item that addresses how the BOD votes should be placed where it can be easily seen. Believed no one would look for this in the ROB Section 4.2.9, a in Volume 3 therefore it is being recommended for movement to new ROB Section 2.200.010.

Mr. Brandt stated that as we didn't change any of the information in the table, this is just a matter of finding the right location for the chart.

Mr. Fick shared that he once questioned if the new location for the table being proposed was right as the information surrounding it in the new location deals with Board Governance.

There was consensus that the chart should be moved to new section 2.200.010 and reported to the BOD. Background should also be added that clearly addresses how the chart should be used.

**ACTION ITEM – Mr. Fick will work with Staff to formulate supporting text for the motion regarding edits to ROB Volume 4.2.9, a to be sent to the BOD.**

AI-4

**NEW BUSINESS****ExCom Request**

Mr. Brandt addressed comments received from ExCom regarding the proposed ASHRAE Rules of Order.

He advised the committee that Mr. Littleton has recommended a two-page Parliamentary Rules instructional cheat sheet (**ATTACHMENT A**) that can be added before each agenda so that all ASHRAE groups are aware. He noted that the information in the main 39-page document is good however, many members might not take the time to read it.



A draft version of a two-page Parliamentary Rules instructional cheat sheet document sent by Mr. Littleton that may be able to be used was reviewed.

**ACTION ITEM – Mr. Fick will assign members to review the proposed two-page Parliamentary Rules instructional cheat sheet for consistency with the main ASHRAE Rules of Order document after it has been approved by SRC.**

AI-5

### **FUTURE MEETINGS**

The next meeting of SRC will be October 25, 2021 from 2:00PM – 3:30PM.

Mr. Fick polled the committee regarding attendance at the 2022 Winter Meeting in Las Vegas.

Mr. Brandt shared that there is a plan in the works now to allow the Councils, the BOD, and ExCom to meet face to face. It's being tossed around. Everything else may be virtual. Not sure if overseas will be able to come into the United States even in January. Note that he will be traveling to Las Vegas to determine the environment before the conference with several ASHRAE Members and Staff.

Mr. Phillips stated that hopefully the virtual component is temporary and not a long-term plan for Annual and Winter Meetings. Concerned that if we stay completely virtual, ASHRAE may lose members.

Mr. Fick expressed that in the future this may or may not change but most committees may need to meet every month which would mean an abundance of virtual meetings. He also shared concern for staying completely virtual.

### **ADJOURNMENT**

The meeting was adjourned at 3:33PM.



Respectfully Submitted,

Doug Fick, Chair

Attachments: A. Roberts Rules of Order Simplified

## Roberts Rules of Order – Simplified

### Guiding Principles:

- Everyone has the right to participate in discussion if they wish, before anyone may speak a second time.
- Everyone has the right to know what is going on at all times. Only urgent matters may interrupt a speaker.
- Only one thing (motion) can be discussed at a time.

A **motion** is the topic under discussion (e.g., “I move that we add a coffee break to this meeting”). After being recognized by the president of the board, any member can introduce a motion when no other motion is on the table. A motion requires a second to be considered. If there is no second, the matter is not considered. Each motion must be disposed of (passed, defeated, tabled, referred to committee, or postponed indefinitely).

### How to do things:

**You want to bring up a new idea before the group.**

After recognition by the president of the board, present your motion. A second is required for the motion to go to the floor for discussion, or consideration.

**You want to change some of the wording in a motion under discussion.**

After recognition by the president of the board, move to amend by

- adding words,
- striking words or
- striking and inserting words.

**You like the idea of a motion being discussed, but you need to reword it beyond simple word changes.**

Move to substitute your motion for the original motion. If it is seconded, discussion will continue on both motions and eventually the body will vote on which motion they prefer.

**You want more study and/or investigation given to the idea being discussed.**

Move to refer to a committee. Try to be specific as to the charge to the committee.

**You want more time personally to study the proposal being discussed.**

Move to postpone to a definite time or date.

**You are tired of the current discussion.**

Move to limit debate to a set period of time or to a set number of speakers. Requires a 2/3<sup>rd</sup>s vote.

**You have heard enough discussion.**

Move to close the debate. Also referred to as calling the question. This cuts off discussion and brings the assembly to a vote on the pending question only. Requires a 2/3<sup>rd</sup>s vote.

**You want to postpone a motion until some later time.**

Move to table the motion. The motion may be taken from the table after 1 item of business has been conducted. If the motion is not taken from the table by the end of the next meeting, it is dead. To kill a motion at the time it is tabled requires a 2/3<sup>rd</sup>s vote. A majority is required to table a motion without killing it.

You believe the discussion has drifted away from the agenda and want to bring it back.  
 “Call for orders of the day.”

You want to take a short break.  
 Move to recess for a set period of time.

You want to end the meeting.  
 Move to adjourn.

You are unsure the president of the board announced the results of a vote correctly.  
 Without being recognized, call for a “division of the house.” A roll call vote will then be taken.

You are confused about a procedure being used and want clarification.  
 Without recognition, call for "Point of Information" or "Point of Parliamentary Inquiry." The president of the board will ask you to state your question and will attempt to clarify the situation.

You have changed your mind about something that was voted on earlier in the meeting for which you were on the winning side.  
 Move to reconsider. If the majority agrees, the motion comes back on the floor as though the vote had not occurred.

You want to change an action voted on at an earlier meeting.  
 Move to rescind. If previous written notice is given, a simple majority is required. If no notice is given, a 2/3<sup>rds</sup> vote is required.

**Unanimous Consent:**

If a matter is considered relatively minor or opposition is not expected, a call for unanimous consent may be requested. If the request is made by others, the president of the board will repeat the request and then pause for objections. If none are heard, the motion passes.

- **You may INTERRUPT a speaker for these reasons only:**
  - to get information about business –point of information to get information about rules– parliamentary inquiry
  - if you can't hear, safety reasons, comfort, etc. –question of privilege
  - if you see a breach of the rules –point of order
  - if you disagree with the president of the board’s ruling –appeal
  - if you disagree with a call for Unanimous Consent –object

Quick Reference					
	Must Be Seconded	Open for Discussion	Can be Amended	Vote Count Required to Pass	May Be Reconsidered or Rescinded
Main Motion	√	√	√	Majority	√
Amend Motion	√	√		Majority	√
Kill a Motion	√			Majority	√
Limit Debate	√		√	2/3 <sup>rds</sup>	√
Close Discussion	√			2/3 <sup>rds</sup>	√
Recess	√		√	Majority	
Adjourn (End meeting)	√			Majority	
Refer to Committee	√	√	√	Majority	√
Postpone to a later time	√	√	√	Majority	√
Table	√			Majority	
Postpone Indefinitely	√	√	√	Majority	√