



Shaping Tomorrow's
Built Environment Today

MINUTES

SOCIETY RULES COMMITTEE MEETING

**Tuesday, June 25, 2024
2:30PM – 5:30PM
INDIANAPOLIS, INDIANA**

Note: These minutes are the official record of minutes voted on and approved by the Society Rules Committee at the February 11, 2025 meeting.

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June 25, 2024

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PRINCIPAL APPROVED MOTIONS
Society Rules Committee Meeting
June 25, 2024

No. – Pg.	Motion
1-2	The minutes for the January 23, 2024 meeting of the Society Rules Committee be approved as presented.
2-2	The Planning Committee MOP as presented be approved.
3-3	<p>ROB Section 3.300.005.B.4 be revised as shown below:</p> <p>3.300.005 APPOINTMENTS</p> <p>...</p> <p><u>3.300.005.B.4:</u> The Director and Regional Chair and the respective outgoing Regional Vice Chair shall recommend their selected candidate to the Society President-Elect for appointment for a term of one year. No individual shall serve in any one position for more than three years.</p>
4-4	<p>ROB Section 3.300.005.B.5 be revised as shown below:</p> <p>3.300.005 APPOINTMENTS</p> <p>...</p> <p><u>3.300.005.B.5:</u> If a member appointed is unable to serve or complete a term, the Director and Regional Chair and the respective preceding Regional Vice Chair shall confer and select a replacement candidate to recommend to the Society President for appointment. <u>The replacement candidate should complete the current term of the member that is being replaced.</u></p>
5-4	<p>Changes to ROB 3.300.006 Conflict of Interest be approved as presented:</p> <p>3.300.006 CONFLICT OF INTEREST (24-01-21-08/94-01-26-28/01-01-31-32A/09-06-24-16)</p> <p>In appointing and electing members to <u>ASHRAE standing bodies</u> the Board of Directors, standing committees and councils of the Society, the Nominating Committee, the President, <u>and</u> the Board of Directors and any subcommittees that nominate for Society positions shall make every reasonable effort to avoid any and all situations in which there could exist <u>the appearance or implication of a conflict</u> of interest, <u>including but not limited to,</u> the gain of proprietary advantage. Slates of nominees shall strive for a balance of all interests (such as employer, ASHRAE region, industry, and technology). ROB 1.140.002, ASHRAE's Conflict of Interest Policy, applies to all such nominations and appointments.</p>

ACTION ITEMS
Society Rules Committee Meeting
June 25, 2024

No. – Pg.	Responsibility	Summary
1-6	Ms. Schopplein	Create a brief presentation to be shared during her Regions CRC regarding items of importance related to governing documents and other SRC guidance.
2-6	Full Committee	Submit recommendations for items that should be covered in Ms. Schopplein’s regional presentation surrounding SRC guidance by late July.

MINUTES
Society Rules Committee Meeting
June 25, 2024
2:30PM – 5:30PM

MEMBERS PRESENT:

Ron Gagnon, Chair
Bert Phillips, Vice Chair
Spencer Morasch
Adrienne Thomle
Ioan Dobosi
Heather Schopplein
Ashish Rakheja, CO

GUESTS:

Isabelle Lavoie
Bill Klock
Chandra Sekhar
Vincent Tra
Corey Metzger

STAFF PRESENT:

Alice Yates, Staff Director, Government Affairs
Candace Denton, Sr. Manager - Board Services
Chandrias Jolly, Manager - Board Services

CALL TO ORDER

Mr. Gagnon called the meeting to order at 2:32 p.m. on Tuesday, June 25, 2024.

ASHRAE VALUE STATEMENT

Mr. Gagnon read the value statement.

ROLL CALL

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

REVIEW OF AGENDA

Mr. Gagnon reviewed the meeting agenda. Item 'GAC Council Liaisons' was added to *New Business*.

ASHRAE LEADERSHIP PRESENTATION

Mr. Rakheja gave the leadership presentation. A summary of the presentation is below:

The 2024-25 BOD was inducted at this annual meeting during the President's Lunch on Monday.

An update regarding 2023-24 Research Promotion campaign efforts and results were provided.

Noted that the Task Force for Building Decarbonization (TFBD) is now the Center of Excellence for Building Decarbonization (CEBD). There will be some new decarbonization training items coming from this group.

The committee was notified of topical conferences to take place in 2024-25.

New Region XV and its DRC were noted.

APPROVAL OF MINUTES

Ms. Schopplein moved and Mr. Morasch seconded that,

(1) The minutes from the January 23, 2024 meeting of the Society Rules Committee as presented be approved.

MOTION 1 PASSED (Unanimous Voice Vote, CNV)

MOP REVIEW**Planning Committee**

The committee reviewed the MOP as presented on screen. The committee was notified that the edits as presented were done at the request of SRC to align with MOP formatting across the Society. Edits as presented were minor.

Mr. Morasch moved and Ms. Thomle seconded that,

(2) The Planning Committee MOP as presented be approved.

MOTION 2 PASSED (4:0:0, CNV)

ROB REVIEW REQUESTS**ROB 3.300.005 sections B.4 and B.5 - RVC Terms**

The committee was notified that at the recommendation of an incoming GAC council liaison, ROB section 3.300.005 needed to be revised as it was noted that some committees have regional vice chairs who have served longer or less than three-year terms. The ROB, as currently written, does not allow flexibility within regions that may have trouble finding replacement regional vice chairs when one has declined service or resigned.

Ms. Schopplein reviewed recommended changes with her notes below (in blue) and as shown on screen:

ROB 3.300.005.B.4 recommended revision:

The Director and Regional Chair and the respective outgoing Regional Vice Chair shall recommend their selected candidate to the Society President-Elect for appointment for a term of one year. No individual shall serve consecutive full 3-year terms. No individual shall serve in any one position for more than three years.

ROB 3.300.005.B.5 recommended revision:

~~If a member appointed is unable to serve or complete a term, the Director and Regional Chair and the respective preceding Regional Vice Chair shall confer and select a replacement candidate to recommend to the Society President for appointment.~~ "If a member appointed is unable to serve or complete a term, the Director and Regional Chair and the respective preceding Regional Vice Chair shall confer and select a replacement candidate to recommend to the Society President for appointment. The replacement candidate shall complete the term of the member they are replacing. (or something similar).

A summary of the discussion of changes proposed to section 3.300.005.B.4 are noted below:

Is it appropriate that the statements in the section read as “shall” instead of “should”?

Should, in instances where used allows more flexibility; this helps the appointments process.

Is our goal to accommodate the regions or stop them from having individuals serve in RVC terms for an extended period? If to accommodate, we should delete the last sentence in section 3.300.005.B.4.

Goal is to accommodate the regions. Some regions wouldn’t have RVCs if several of the outgoing RVCs weren’t willing to stay on an additional couple years to serve.

We would like to have fresh involvement in our grassroots committees, however, is it really a hinderance for someone to serve in a position longer than what is intended? Would the proposed changes only affect GAC?

No, the changes proposed would apply to all grassroots committees.

There was consensus that the last sentence in section 3.300.005.B.4 should be deleted to allow the region’s flexibility in terms of regional vice chair service and puts in writing a practice that is already being done.

Ms. Schopplein moved and Ms. Thomle seconded that,

(3) ROB Section 3.300.005.B.4 be revised as shown below:

3.300.005 APPOINTMENTS

...

3.300.005.B.4:

The Director and Regional Chair and the respective outgoing Regional Vice Chair shall recommend their selected candidate to the Society President-Elect for appointment for a term of one year. ~~No individual shall serve in any one position for more than three years.~~

MOTION 3 PASSED (4:0:0, CNV)

In review of ROB section 3.300.005.B.5, Ms. Schopplein shared with the committee that if someone has to step down, there is some ambiguity regarding terms which can throw off succession planning. This is a common issue with RVC terms.

As the rules are written now, it is unclear how long a replacement RVC should serve. Proposed changes provide further clarity regarding replacement RVC terms.

Ms. Yates shared with the committee that recently, there was confusion regarding a replacement RVC’s term on GAC. This resulted in the sections as noted being reviewed.

Ms. Thomle moved and Ms. Schopplein seconded that,

(4) ROB Section 3.300.005.B.5 be revised as shown below:

3.300.005 APPOINTMENTS

...

3.300.005.B.5:

If a member appointed is unable to serve or complete a term, the Director and Regional Chair and the respective preceding Regional Vice Chair shall confer and select a replacement candidate to recommend to the Society President for appointment. The replacement candidate should complete the current term of the member that is being replaced.

MOTION 4 PASSED (5:0:0, CNV)

The committee agreed that changes to sections 3.300.005.B.4 and 3.300.005.B.5 do not conflict with the portion of grassroots committee ROB's that read as below, as these sections are subject to overall appointment procedures:

...The term of service for the other voting members shall be three years, subject to ROB 3.300 Election and Appointment Procedures.

ROB 3.300.006 Conflict of Interest – ExCom Request (Review for grammar)

The committee was reminded of a request from ExCom to review the conflict-of-interest statement for grammar as the section appeared to be too wordy.

Ms. Schopplein moved and Mr. Morasch seconded that,

(5) Changes to ROB 3.300.006 Conflict of Interest be approved as presented:

3.300.006 CONFLICT OF INTEREST (24-01-21-08/94-01-26-28/01-01-31-32A/09-06-24-16)

In appointing and electing members to ASHRAE standing bodies ~~the Board of Directors, standing committees and councils of the Society,~~ the Nominating Committee, the President, and the Board of Directors ~~and any subcommittees that nominate for Society positions~~ shall make every reasonable effort to avoid ~~any and all~~ situations in which there could exist the appearance or implication of a conflict of interest, including but not limited to, the gain of proprietary advantage. Slates of nominees shall strive for a balance of all interests (such as employer, ASHRAE region, industry, and technology). ROB 1.140.002, ASHRAE's Conflict of Interest Policy, applies to all such nominations and appointments.

MOTION 5 PASSED (5:0:0, CNV)

After additional discussion and approval of edits, it was determined that the word "such" should also be removed from the last sentence. The change was considered editorial as removal of the word did not change the intent of the section and further honored ExCom's request for making the section more succinct.

The revised section will appear as below based on the above:

3.300.006 CONFLICT OF INTEREST (24-01-21-08/94-01-26-28/01-01-31-32A/09-06-24-16)

In appointing and electing members to ASHRAE standing bodies the Nominating Committee, the President, and the Board of Directors shall make every reasonable effort to avoid situations in which there could exist the appearance or implication of a conflict of interest, including but not limited to, the gain of proprietary advantage. Slates of nominees shall strive for a balance of all interests (such as employer, ASHRAE region, industry, and technology). ROB 1.140.002, ASHRAE's Conflict of Interest Policy, applies to all ~~such~~ nominations and appointments.

ROB 2.106 Intersociety Relationships (IEQ-GA)

Mr. Metzger reviewed potential additions to ROB 2.106 as shown on screen and approved by EHC.

He shared that in the past, there has been some confusion regarding who should be involved in the appointment of the IEQ-GA intersociety representative. Goal of the changes would be to document the appointment process to make sure someone is being appointed at the recommendation of membership.

The following is a summary of additional discussion regarding the proposed edits:

Who determines what in-person meeting the appointee attends?

They will attend one meeting that complies with Belgium law.

How many meetings are there per year?

There are two per year. They typically attend the general assembly which is required per Belgium law. There is also a BOD meeting and there were only three attendees at this conference for that meeting.

There is a BOD meeting at both the annual and winter meetings.

There has been discussion about international meetings, however, we don't anticipate a large international conference in the next several years.

The committee determined that potential edits as displayed would allow clarity regarding appointment of the position. There was no further discussion.

MBO UPDATE

All MBOs were reported as complete.

Mr. Morasch shared that he made contact with all groups under SRCs purview regarding their MOPs. Noted that SRC may need to take a look at its own MOP to ensure it is still in alignment as some groups may have changed reporting structure thus changing SRC's requirement for approval.

FUTURE WORK OF SRC

Mr. Gagnon asked staff to remind the committee about the topic of this item.

Staff shared that it has been commonplace for the work of SRC to be more reactive than proactive. Are there other ways the committee can serve the Society? Could the committee possibly expand its purview to address the manual of Chapter Operations to ensure it is being reviewed by Chapters and updated on a consistent basis? If we go this route, we should do our due diligence to ensure we are not assuming responsibility for an item that is already owned by another group. Below is a summary of the discussion:

There is a Members Council subcommittee that has begun looking at the MCO and sending certain sections under other group's purview for their review.

Chapters would like help with their bylaws, and it almost seems like we could request them from each chapter to determine when it was last updated. Staff involved with the Regions have done this in the past, however, we may need to touch base regarding where they are in the process before attempting this.

Maybe staff could start with a simple email. The email could be sent to the DRCs letting them know that SRC can offer guidance regarding governing documents at the chapter level.

There are a lot of topics covered in Chapter Bylaws. Could we direct them to review them but then focus in on some key items?

Chapter Bylaws are supposed to be updated on a regular basis.

At a minimum, we could tell the DRCs to tell their chapter presidents to read their bylaws at the beginning of the year.

We could also make a recommendation to the Members Council PAOE subcommittee to request that a minimum requirement for chapters should be to read the chapter's bylaws and have them easily available.

Maybe something could be added to the CRC training. The regional treasurers prepare their own training presentations.

Treasurer training is typically very generic.

Do we need something in the chapter bylaws that restricts certain actions?

Do we have a general Society rules presentation?

We should explore reaching below the regional level.

ACTION ITEM - Ms. Schopplein will create a brief presentation to be shared during her Region's CRC regarding items of importance related to governing documents and other SRC guidance.

AI -1

ACTION ITEM – The committee will submit recommendations for items that should be covered in Ms. Schopplein's regional presentation surrounding SRC guidance by late July.

AI -2

NEW BUSINESS

GAC Council Liaisons

SRC, at the request of Ms. Yates, reviewed the below proposed ROB changes approved by GAC and Members Council to be sent to the BOD:

2.402 GOVERNMENT AFFAIRS COMMITTEE

...

2.402.002.3 Term of Service

The term of service for The Chair, ~~the and~~ Vice Chairs, ~~and Council Representatives~~ shall be one year. The term of service for the other voting members shall be three years, subject to ROB

3.300 Election and Appointment Procedures.

She shared that Council Representatives appointed to the GAC currently have a three-year term. Unfortunately, that term does not always correlate with the length of time that individual serves on a particular Council. The result is Council Representatives are included on the GAC Roster but are no longer members of the Council; and thus, they can't effectively represent the Council.

This term change will ensure that all Council Representatives on the GAC will also be members of the Council they are representing.

The committee agreed with the changes as proposed and had no additional edits.

RECOGNITION OF OUTGOING MEMBERS

The following members were recognized:

- Adrienne Thomle
- Ashish Rakheja, CO

Mr. Gagnon thanked them for their service and wished them the best in their future ASHRAE activities.

CHANGE OF CHAIR

Mr. Gagnon turned the meeting over to Mr. Phillips. Mr. Phillips thanked Mr. Gagnon for his leadership of the committee this year.

FUTURE MEETINGS

Mr. Phillips notified the committee that a meeting will be scheduled in August. Will work with staff to schedule remaining meetings for the Society year.

ADJOURN

The meeting was adjourned at 4:35 p.m.

Respectfully submitted,



Bert Phillips

Society Rules Committee MBOs (2024-25)

2024-25 SRC Members

Bert Phillips, Chair
 Spencer Morasch, Vice Chair
 Ioan Dobosi
 Bill Klock
 Isabelle Lavoie
 Heather Schopplein
 Chandra Sekhar, CO

Council Liaison Assignments

*Heather Schopplein- Tech Council
 *Isabelle Lavoie- Members Council
 *Spencer Morasch- Pub Ed

Just because you are assigned responsibility, you can solicit any help you think you need from whomever you can get to help

MBO No.	MBOs/ Fiscal Impact	Responsibility	Planned Completion Date	Comments
1	Address requests for rule interpretations in a timely manner so that committees/ groups may update their processes if needed.	Full committee	ongoing	
2	Review the ROB for additional changes due to BOD approved organizational motions during the May 2024 BOD meeting.	Full Committee	June 2025	
3	Attend council meetings as assigned. Inquire from council members if there is an understanding of the Simplified Rules of Order or if any other guidance is needed from SRC.	Heather Schopplein - Tech Spencer Morasch - PubEd Isabelle Lavoie - MC	January 2025 June 2025	
4	Review the SRC Training PPT to ensure it is current and to eliminate any redundancy.	Bert Phillips/Spencer Morasch	June 2025	
5	Request committees under purview to review their criteria for membership and leadership to ensure the criteria are appropriate and reflective of current practice, and if not, recommend changes to the criteria.	Ioan Dobosi/Bill Klock	June 2025	Staff liaison should be contacted to ensure the most current status of the MOP is noted. Work with Staff for contact information.
6	Request committees under purview to review their MOPs to ensure requirements are expressed using mandatory language (e.g., shall), and to eliminate discretionary language (e.g., should). Discretionary actions are not to be included in the MOP.	Heather Schopplein/Bill Klock	June 2025	Provide committees with guidance on the use of mandatory language.

Proposed MBOs do not have a fiscal impact.