



Shaping Tomorrow's  
Built Environment Today

## **MINUTES**

### **SOCIETY RULES COMMITTEE MEETING**

**August 30, 2022**

*Note: These minutes are the official record of minutes voted on and approved by the Society Rules Committee at the February 7, 2023 meeting.*

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**August 30, 2022**

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**PRINCIPAL MOTIONS**  
Society Rules Committee Meeting  
**August 30, 2022**

No. – Pg.	Motion
1-1	The minutes from the June 28, 2022 meeting of the Society Rules Committee be approved as presented.
2-2	The College of Fellows MOP as presented be approved.
3-3	The Nominating Committee MOP as presented be approved.

**ACTION ITEMS**  
 Society Rules Committee Meeting  
**August 30, 2022**

<b>No. – Pg.</b>	<b>Responsibility</b>	<b>Summary</b>	<b>Status</b>
1-2	Ms. Thomle/ Mr. Morasch	Gather all references to spouse, companion, domestic partner etc. in the ROB for discussion during the next SRC meeting. Provide recommendation to committee regarding what term should be used for ROB consistency.	
2-2	Mr. Gagnon	Gauge the BODs opinion regarding use of the term spouse, companion, and/or domestic partner. Provide comments received back to committee.	
3-3	Ms. Thomle	Provide verbiage to be used in the BOD Reference Manual regarding an interim EVP being appointed by ExCom should the EVP not be able/capable to perform their duties; to be included in definitions section.	

**MINUTES**  
Society Rules Committee Meeting  
**August 30, 2022**

**MEMBERS PRESENT:**

Ken Cooper, Chair  
Ron Gagnon, Vice Chair  
Spencer Morasch  
Adrienne Thomle  
Bert Phillips

**STAFF PRESENT:**

Candace Devaughn, Manager - Board Services  
Chandrias Jolly, Assistant Manager - Board Services

**CALL TO ORDER**

Mr. Cooper called to meeting to order on Tuesday, August 3, 2022 at 10:02AM.

**ASHRAE CODE OF ETHICS COMMITMENT**

Mr. Cooper read the code of ethics commitment.

**ROLL CALL**

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

**REVIEW OF AGENDA**

The agenda was reviewed and accepted as presented.

**APPROVAL OF MINUTES**

It was moved and seconded that,

- (1) The minutes from the June 28, 2022 meeting of the Society Rules Committee be approved as presented.**

**MOTION 1 APPROVED** (Unanimous Voice Vote, CNV)

**ACTION ITEM REVIEW**

All action items were reported as complete.

Mr. Cooper made comments regarding the following action item noted as complete:

Work to determine if household members are allowable for travel under tax regulations.

He gauged the committee's opinion regarding whether any changes should be made to any verbiage in the ROB that may be present. Below is a summary of comments received:

*What terminology is used in relation to taxes when referencing a spouse, domestic partner, or significant other?*

*Maybe everything that references spouse needs to be updated. We must agree on one name. We should also ensure that how we reference a significant other, spouse etc., can be used internationally as well.*

*Maybe we should reference spouse as a companion? We need to make sure whichever term is used translates well internationally.*

*Any tax implications are typically the responsibility of the recipient. They should just be aware that there are implications associated with whichever term is chosen.*

*Are there BOD members that would like to occasionally travel with their children? If we used the term "companion", it needs to be defined for clarity.*

*BOD members will also need to know which term should be used when referencing a 1099.*

**ACTION ITEM - Ms. Thomle and Mr. Morasch will gather all references to spouse, companion, domestic partner etc. in the ROB for discussion during the next SRC meeting. Provide recommendation to committee regarding what term should be used for ROB consistency.**

**AI- 1**

**ACTION ITEM – Mr. Gagnon will gauge the BODs opinion regarding use of the term spouse, companion, and/or domestic partner. Provide comments received back to committee.**

**AI- 2**

### **MOP EDITS FOR REVIEW**

#### **College of Fellows**

Edits to the College of Fellows MOP were reviewed.

Mr. Cooper shared that most of the edits displayed consist of simple wordsmithing. The College of Fellows were mainly focused on distinguishing the difference between ASHRAE Members and members of the College of Fellows.

Mr. Gagnon moved, and Ms. Thomle seconded that

**(2) The College of Fellows MOP as presented be approved.**

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

#### **Nominating Committee MOP**

Edits to the Nominating Committee MOP were reviewed.

Similar to the COF MOP, the committee noted that the MOP displayed appears to have a lot of wordsmithing.

A summary of comments regarding the MOP are below:

#### **Section 5.2.3**

There was consensus that the section should be deleted.

There was inquiry regarding how subcommittee members are appointed to the Nominating Committee if the Chair does not select the members. It was noted that the selection of subcommittee members is listed in section 3.1.5.

Section 5.4

*Is the subcommittee referenced in this section mandatory?* The committee agreed that as the subcommittee is listed in the committees MOP, it should be considered as mandatory.

Section 14.1.1.1

There was question regarding why the five-year requirement for members of the Nominating Committee was being removed.

The committee was notified that this is being updated in compliance with the ROB. Noted that qualifications for nominees as listed in the ROB refers to BOD nominations.

It was noted that from a YEA viewpoint, a member may or may not have the chance to reach five years.

The committee agreed that as the MOP is being updated to reflect the ROB, SRC should not be second guessing already approved language.

It was moved and seconded that,

**(3) The Nominating Committee MOP as presented be approved.**

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

**DRAFT BOD REFERENCE MANUAL**

The most current version of the draft BOD Reference Manual was reviewed. Mr. Morasch shared that there a number of standard corrections in the current version of the draft BOD Reference Manual.

He also noted that sections referencing Roberts Rules of Order will need to be updated to reflect the now used Simplified Rules of Order.

A summary of additional comments regarding the draft BOD Reference Manual are noted below:

Definitions

**ACTION ITEM – Ms. Thomle will provide verbiage to be used in the BOD Reference Manual regarding an interim EVP being appointed by ExCom should the EVP not be able/capable to perform their duties; to be included in definitions section.**

AI- 3

Section 2.14

There was consensus that the reference to the specific Bylaws section should be updated.

Section 2.17

*Is the last sentence in this paragraph a comment? Should this be removed?*

The committee agreed that the following sentence should be removed:

However, a certain amount of informality exists, and it is not necessary to adhere to every detail of strict parliamentary law that would be used in a larger assembly.

Section 3.4.6.8

*Should this be removed? Is the reference as noted correct?*

The committee agreed that the following sentence should be removed as it references a section that is nonexistent and as present, does not add any additional information:

Questions of the time for presidential speeches fall under "a" above, but courtesy dictates that it be a joint decision.

#### Section 3.4.6.9

The committee advised that the second half of the sentence in this section should be removed as noted below:

At the official installation, the President and President-Elect should exchange pins; ribbons (of office) should be exchanged at the official closing of the meeting. ~~as defined in Paragraph "d" above.~~

#### Section 6.6

*Is this useful being repeated here as it is currently in the BOD MOP?*

There was concern that if the MOP gets changed and not this section in the reference manual, that may cause confusion. We should be careful about duplication.

*What is the committee's policy regarding duplication?*

It was noted that in terms of duplication, sections can remain as long as they add value to the text referenced in the manual.

The committee agreed to leave the section as is and add "standing committees" as noted below:

The Board Ex Officio shall assess the standing committee's scope, operation, and personnel and shall suggest changes as needed in an annual report to the BOD and responsible Council.

#### Section 8.7.2

The section was revised as follows:

...When changes to a chapter's bylaws are needed, the DRC ~~and~~ works with the chapter leadership following the guidelines in 14.5, procedures for chapter bylaws updating.

#### Section 13.2.1.3

The section was revised as follows:

It is expected that the Presidential Representative is to vote or speak on behalf of ASHRAE regarding policies that have not been ~~definitely specifically~~ determined by ASHRAE, the Executive Committee shall provide direction on the position to take.

#### Section 18.5

*Should this section be moved under DRC responsibilities? It may be helpful to future BOD members to have all these items in one place.*

The committee agreed that the section would be moved under section 8, DRC responsibilities.



Mr. Morasch will make the changes noted during the meeting to the draft BOD Reference Manual. Changes are scheduled to be sent to the committee for review before the 2023 Winter Conference.

**RULE INTERPRETATION REQUEST**

The committee reviewed the following inquiry regarding rule interpretation:

Is there a current ROB prohibiting a regional officer to be a Chapter Delegate or Alternate?

The committee agreed that there is no rule prohibiting the above.

**FUTURE MEETINGS**

The next meeting of the committee is scheduled for Friday, December 2, 2022, 10:00AM.

**ADJOURNMENT**

The meeting was adjourned at 11:58PM.

Respectfully Submitted,



Ken Cooper, Chair