



Shaping Tomorrow's
Built Environment Today

MINUTES

SOCIETY RULES COMMITTEE MEETING

**Thursday, December 9, 2021
11:30AM – 1:00PM**

Note: These minutes are the official record of minutes voted on and approved by SRC at the February 1, 2022 meeting.

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December 9, 2021

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PRINCIPAL MOTIONS
Society Rules Committee Meeting
December 9, 2021

| No. – Pg. | Motion |
|-----------|---|
| 1-1 | The Society Rules Committee minutes from the October 25, 2021 meeting as presented be approved. |
| 2-2 | The draft ASHRAE Simplified Rules of Order be approved as presented in ATTACHMENT A with edits discussed during the meeting. |
| 3-2 | The ASHRAE Rules of Order Quick Reference as presented in ATTACHMENT B with edits discussed during the meeting. |
| 4-3 | ROB section 3.400 Manual of Procedures for Officers and Directors be removed from the ROB and considered as a separate document. |
| 5-3 | ROB Volume 3 be renamed as Standing Rules for Membership |
| 6-3 | <p>ROB Section 2.200.006 be removed from the ROB as the O&D MOP no longer resides in Volume 3.</p> <p>2.200.004 BUDGET The Board shall approve the General Fund and Research Fund budgets at the Annual Meeting.</p> <p>2.200.005 MINUTES (11-07-21-04) Approved Board of Directors minutes and attachments shall be posted on the ASHRAE website within 30 days after approval.</p> <p>2.200.006 MANUAL OF PROCEDURES The approved Manual of Procedures for Officers and Directors is located in Volume 3.</p> |
| 7-4 | <p>ROB Section 2.105.002.2 Approval of MOPs be revised as follows</p> <p>2.105.002.2 Approval of MOPs. MOPs that pertain directly to the Board of Directors (e.g., Manual of Procedures for Officers and Directors) shall be maintained by the Society Rules Committee and submitted to the Board of Directors for approval. They are to be included in the Rules of the Board. For councils and standing committees reporting directly to the Board of Directors, Membership or to the Executive Committee, MOPs are maintained by that body and approved by the Society Rules Committee on behalf of the Board of Directors. SRC shall keep these MOPs as part of its own procedures. MOPs for other standing committees (and any other body required to have a MOP) shall be approved by the body to which they report. The approval body shall keep the official copies of the MOP.</p> |
| 8-4 | ROB Volume 4 be removed from the ROB and all items be relocated or deleted as identified in ATTACHMENT C. |

ACTION ITEMS

Society Rules Committee Meeting
December 9, 2021

| No. – Pg. | Responsibility | Summary |
|------------------|-----------------------------------|---|
| 1-1 | 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 |
| 2-1 | Mr. Cooper | Review the proposed draft BOD MOP and note any changes in red strike-through and underline. Comments should also be provided regarding the relocation of items. |
| 3-2 | Mr. Cooper | Investigate if any details regarding executive session are listed in the ASHRAE Rules of Order main document and provide revisions if necessary. |

MINUTES
Society Rules Committee Meeting
December 9, 2021
11:30AM -1:00PM

MEMBERS PRESENT:

Doug Fick, Chair
Ken Cooper, Vice Chair
Mike Bilderbeck
Bert Phillips
Ron Gagnon
Adrienne Thomle
Don Brandt, Coordinating Officer

STAFF PRESENT:

Chandrias Jolly, Assistant Manager - Board Services

CALL TO ORDER

Mr. Fick called the meeting to order at 11:23am on Thursday, December 9, 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.

APPROVAL OF MINUTES

Mr. Cooper moved, and Ms. Thomle seconded that

(1) The Society Rules Committee minutes from the October 25, 2021 meeting as presented be approved.

MOTION 1 APPROVED (4:0:0 CV)

ACTION ITEM REVIEW

Action items 1, 3-5, were reported as complete. Action items 2 and 6 were reported as ongoing.

DRAFT ASHRAE SIMPLIFIED RULES OF ORDER

Mr. Fick shared that after the last meeting, two versions of the ASHRAE Simplified Rules of Order document were distributed. After review, the committee agreed that Mr. Cooper's version of the document is what should be brought before the committee and then the BOD.

Mr. Cooper suggested that before the document be approved, the following under the title *Principles of Parliamentary Procedure* be moved to number 2 and edited as follows:

9. Before ~~a meeting of~~ a group can conduct its business, it requires a quorum. The By-laws of ASHRAE, the Rules of the Board, or a Manual of Procedures of a group specify the number of members that constitute a quorum if different than a simple majority.

Mr. Bilderbeck moved, and Mr. Phillips seconded that

(2) The draft ASHRAE Simplified Rules of Order be approved as presented in ATTACHMENT A with edits discussed during the meeting.

MOTION 2 APPROVED (4:0:0 CV)

Draft ASHRAE Simplified Rules of Order Quick Reference

Mr. Cooper noted that with the edits recently made, no information regarding quorum is present in the quick reference. This should be added where it can be easily seen by those reviewing. Proposed that the following sentence be added under the title *Guiding Principles* and listed as first.

Before business can be conducted there should be a quorum.

Mr. Fick shared that a quorum is required to vote during a meeting and is not required for a meeting. A quorum is required to conduct business but not to call or hold a meeting.

Mr. Brandt suggested changing the name of the document to ASHRAE Rules of Order – Quick Reference. The committee agreed.

Mr. Cooper requested that Staff format the quick reference so that even with changes discussed during the meeting, the document should only be two pages. He also noted that he would like to review the sentence regarding quorum to remove the words *should be*. The sentence was revised as follows:

~~Before business can be conducted there should be a~~ A quorum is required before business can be conducted.

Mr. Bilderbeck inquired if any information regarding executive session should be included in the main rules of order document and the quick reference.

Mr. Fick shared that this may not need to be included in the quick reference, however, a review will be done to determine if this information is in the main rules of order document. This should not hinder the approval of the ASHRAE Rules of Order Quick Reference.

Mr. Cooper moved, and Mr. Phillips seconded that

(3) The ASHRAE Rules of Order Quick Reference as presented in ATTACHMENT B with edits discussed during the meeting be approved.

MOTION 3 APPROVED (4:0:0 CNV)

ACTION ITEM – Mr. Cooper will investigate if any details regarding executive session are listed in the ASHRAE Rules of Order main document and provide revisions if necessary.

Mr. Brandt shared that he is unsure if a specific reference to executive session should be added as the document will be used Society wide. It is the Chair's prerogative regarding when to have executive session and who can attend.

Mr. Bilderbeck stated that these rules are not written anywhere and should be made clear for the members to ensure proper meeting rules are being followed.

ACTION PLAN – ROB VOLUME 3 & 4 EDITS

Mr. Fick shared that the next items for discussion are important in that they represent a major overhaul of the ROB. They are also presented in a way where when it goes to the BOD for approval, it is clear.

ROB section 3.400 Manual of Procedures for Officers Removal

Mr. Cooper moved, and Mr. Gagnon seconded that

(4) ROB section 3.400 Manual of Procedures for Officers and Directors be removed from the ROB and considered as a separate document.

MOTION 4 APPROVED (5:0:0 CNV)

Renaming ROB Volume 3

Mr. Fick shared that as the O&D MOP has now been approved for removal, it should be renamed.

Mr. Gagnon moved, and Ms. Thomle seconded that

(5) ROB Volume 3 be renamed as Standing Rules for Membership

MOTION 5 APPROVED (5:0:0 CNV)

ROB Section 2.200.006 Edits

Mr. Cooper moved, and Mr. Gagnon seconded

(6) ROB Section 2.200.006 be removed from the ROB as the O&D MOP no longer resides in Volume 3.

2.200.004 BUDGET

The Board shall approve the General Fund and Research Fund budgets at the Annual Meeting.

2.200.005 MINUTES

(11-07-21-04)

Approved Board of Directors minutes and attachments shall be posted on the ASHRAE website within 30 days after approval.

~~2.200.006 MANUAL OF PROCEDURES~~

~~The approved Manual of Procedures for Officers and Directors is located in Volume 3.~~

MOTION 6 APPROVED (5:0:0 CNV)

Mr. Fick recommended that 2.200.006 will be labeled and not used to prevent massive renumbering and possible future incorrect references.

ROB Section 2.105.002.2 Removal

Mr. Gagnon moved, and Ms. Thomle seconded

(7) ROB Section 2.105.002.2 Approval of MOPs be revised as follows

2.105.002.2 Approval of MOPs. MOPs that pertain directly to the Board of Directors (e.g., Manual of Procedures for Officers and Directors) shall be maintained by the Society Rules Committee and submitted to the Board of Directors for approval. ~~They are to be included in the Rules of the Board.~~ For councils and standing committees reporting directly to the Board of Directors, Membership or to the Executive Committee, MOPs are maintained by that body and approved by the Society Rules Committee on behalf of the Board of Directors. SRC shall keep these MOPs as part of its own procedures. MOPs for other standing committees (and any other body required to have a MOP) shall be approved by the body to which they report. The approval body shall keep the official copies of the MOP.

MOTION 7 APPROVED (5:0:0 CNV)

Volume 4 Relocations & Removal

Mr. Fick provided a brief overview of items to be removed and relocated from ROB Volume 4.

Mr. Brandt inquired if the following in ROB Volume 4 should be the responsibility of CEC as they oversee aspects of the Winter and Annual Meetings.

4.100.006 Councils and Committees

- A. A volunteer driven ASHRAE Sustainable Technology in Action program is established beginning in the 2008-09 Society year. Funding will be provided by ASHRAE up to \$20,000 per Winter or Annual Meeting. (08-06-25-10D)

Mr. Cooper agreed that he wondered the same and was advised by the Staff that the item is partly fiscal, and committee related. Believes it should be in the current BOD MOP for now and then determine where it should be in the finalized MOP.

Items selected for relocation have been listed as below:

- 4.100.006 Councils and Committees
 - A. A volunteer-driven ASHRAE Sustainable Technology in Action program is established beginning in the 2008-09 Society year. Funding will be provided by ASHRAE up to \$20,000 per Winter or Annual Meeting. (08-06-25-10D)
- 4.100.012 Strategic Plan
 - A. ASHRAE uses a strategic planning process to bring enhanced focus to its activities. Plans are developed by the ASHRAE Planning Committee in collaboration with membership and the Board of Directors. The life of strategic plans is typically five years or less
- 4.100.015.1 Resolution on High-Impact Governance (08-06-22-04)
(Full section)
- 4.200 Interpretations
 - A. The Board of Directors implements a policy to follow the United States Department of State list of countries, if an issue arises regarding the sovereignty of a geographic area.

Mr. Gagnon moved, and Mr. Bilderbeck seconded that

(8) ROB Volume 4 be removed from the ROB and all items be relocated or deleted as identified in ATTACHMENT C.

MOTION 8 APPROVED (5:0:0 CNV)

Mr. Brandt recommended that the motions to make the edits to the ROB be presented to the BOD as one motion. This will help the voting process move forward more quickly, as opposed to bringing forward each motion individually for approval.

NEW BUSINESS

MC & SRC Action Item – ASHRAE Transportation Policy & COVID Related Reimbursable Expenses

Mr. Fick notified the committee that during a recent BOD meeting, Members Council with the help of SRC was tasked with modifying the current Transportation Policy. This was requested as the BOD is seeking clarity regarding which COVID-19 related expenses should be reimbursed when a member travels on behalf of ASHRAE.

Mr. Fick shared that as the task is somewhat time sensitive, the committee should expect to see this come up during the Vegas meeting as a request from Members Council.

Mr. Brandt shared that when reimbursable COVID-19 expenses were discussed by the BOD, it was noted that the limit should be around \$200. Suggested that it may be best that not all expenses related to COVID-19 be reimbursed. The BOD's intent is to provide guidance for members traveling on behalf of ASHRAE and expenses should fall within the set limit.

Mr. Fick suggested that the committee review the ROB in relation to the transportation policy in preparation for Vegas.

FUTURE MEETINGS

Mr. Fick notified the committee that the next SRC meeting will be on Tuesday, February 1, 2022, 2:30PM -5:30PM PST. He noted that he appreciated the work of the committee thus far. Removing unnecessary items in the ROB is a good way to save volunteer time.

Shared that the next step for the committee is to go through the O&D MOP. Noted that Mr. Cooper put a lot of effort reviewing the O&D MOP and determining which items should be relocated and reformatting for consistency. Work should now be done to reflect changes in a strike-through and underline framework.

Mr. Cooper requested that other committee members review edits made to the O&D MOP thus far.

Mr. Fick suggested that he and Mr. Cooper review the O&D MOP edits before full committee review.

ADJOURNMENT

The meeting was adjourned at 12:40PM.



Respectfully Submitted,

Doug Fick, Chair

Attachments:

- A. Draft ASHRAE Simplified Rules of Order
- B. Draft ASHRAE Rules of Order – Quick Reference
- C. ROB Volume 4 (with edits)