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Built Environment Today

MINUTES

SOCIETY RULES COMMITTEE MEETING

**Tuesday, January 23, 2024
2:30PM – 5:30PM CT
CHICAGO, IL**

Note: These minutes are the official record of minutes voted on and approved by the Society Rules Committee at the June 25, 2024 meeting.

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January, 23, 2024

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PRINCIPAL APPROVED MOTIONS
 Society Rules Committee Meeting
 January 23, 2024

No. – Pg.	Motion
1-2	The minutes from the November 9, 2023 meeting of the Society Rules Committee be approved as presented.
2-3	The Technology Council MOP as presented be approved.
3-4	Proposed edits to the NomCom MOP as presented be approved.
4-4	<p>The below changes to ROB Section 2.301.001 Members Council Membership be approved as presented:</p> <p><u>2.301.001 Members Council Membership</u> F. Alternates (16-06-29-13/09-06-24-11/10-06-30-15[5]/12-01-25-06)</p> <p style="padding-left: 40px;">a. In the absence of a Region Members Council Representative, the Director and Regional Chair may appoint themselves, or a <u>Regional Vice Chair (RVC) Regional Executive Committee Member</u> to serve as an alternate. This temporary appointment can be made in the event the Region Members Council Representative is ill or otherwise incapacitated but has not permanently vacated the office. The Region Members Council Representative shall notify the chair of Members Council and the Director of Member Services, as soon as possible, as to the dates and reasons for this temporary appointment. This alternate would have voice and voting rights at the committee meetings and meetings of Members Council.</p> <p style="padding-left: 40px;"><u>b. In the absence of a standing committee chair, that chair may appoint a standing committee executive committee member to serve as a temporary alternate. This temporary appointment can be made in the event the committee chair is unable to attend but has not permanently vacated the office. The committee chair shall notify the chair of Members Council and the Director of Member Services, as soon as possible, as to the dates and reasons for this temporary appointment. This alternate would have voice and voting rights at the committee meetings and meetings of Members Council.</u></p>
5-4	<p>The below changes to ROB Section 2.411.003.4 Awards Not Named for Individuals be approved as presented:</p> <p><u>2.411.003.4 Awards Not Named for Individuals</u> I. The Exceptional Service Award is established to recognize members who have served the Society faithfully with exemplary effort, in excess of that required for the Distinguished Service Award. The individual must have been a Full Member <u>or Associate Member</u> for a minimum of ten years and a recipient of the Distinguished Service Award.</p>

MINUTES
Society Rules Committee Meeting
January 23, 2024

MEMBERS PRESENT:

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

GUESTS:

Larry Smith
David Roberts

STAFF PRESENT:

Chandrias Jolly, Manager - Board Services
Candace Denton, Sr. Manager - Board Services

CALL TO ORDER

Mr. Gagnon called the meeting to order on January 23, 2024 at 2:31 PM CT.

ASHRAE CODE OF ETHICS COMMITMENT

Mr. Gagnon read the code of ethics commitment.

ROLL CALL

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

REVIEW OF AGENDA

The agenda was reviewed. The following items were added to *New Business*:

- *ROB Section 2.301.001 Members Council Membership*
- *ROB Section 2.411.003.4 Awards Not Named for Individuals*

APPROVAL OF MINUTES

It was moved and seconded that,

(1) The minutes from the November 9, 2023 meeting of the Society Rules Committee be approved as presented.

MOTION 1 APPROVED (Unanimous Voice Vote, CNV)

ASHRAE LEADERSHIP PRESENTATION

Mr. Rakheja gave the ASHRAE Leadership Presentation. Below is a summary of the presentation as it was noted that at this point in the conference, most updates have already been heard:

DEI events that took place earlier in the conference were noted. Mindy Gulati, current DEI consultant, presented at the Sunday BOD meeting and it was well received.

New technical resources from the Task Force for Building Decarbonization were referenced. The latest guide "Understanding Grid-Interactive Buildings for Decarbonization" is now available.

Upcoming topical conferences were reviewed. The next topical conference, ASHRAE International Conference on Building Decarbonization, will be held in Madrid.

An update was provided that the AHR Expo in Chicago is set to be the second largest expo ever with 1,800 exhibitors for over 25,000 square feet of space.

Upcoming deadlines for the submission of appointed nominations were noted.

MOP REVIEW**Technology Council MOP**

Ms. Thomle reported that Mr. Smith (Larry), Tech Council Member, took the recommendations made by SRC prior back to Tech Council for consideration. The MOP has since undergone an in-depth revision resulting in a complete overhaul. The MOP is now being brought forward for a 2nd review by SRC in hopes of approval.

Ms. Thomle moved and Mr. Morasch seconded that

(2) The Technology Council MOP as presented be approved.

MOTION 2 APPROVED (5:0:0, CNV)**NomCom MOP**

Proposed changes to the Nominating Committee MOP were reviewed as presented. It was noted that changes proposed address the approval of terms for Vice Presidents to now be 2 years. The committee determined that the revisions were editorial and no additional discussion was necessary.

It was moved and seconded that

(3) Proposed edits to the NomCom MOP as presented be approved.

MOTION 3 APPROVED (5:0:0, CNV)**FEEDBACK REQUESTED****2.415 Nominating Committee ROB & Bylaw Changes**

SRC reviewed potential future changes to the ROB and Bylaws to be proposed from the Nominating Committee regarding RMCR candidates and their simultaneous service on Nominating as presented below:

2.415.002.2 Qualifications 77-06-29-08

- A. The chair and vice chair of this committee shall be Past Presidents of the Society. (SBL 7.6)
- B. Each member of this committee shall hold the grade of Full Member or higher in the Society. Each shall have been a Full Member in good standing in the Society for a period of at least 5 years at the time of selection. (SBL 7.6)
- C. There shall not be more than three (3) members and three (3) alternates from any one region, except for the chair and vice chair. (SBL 7.6)
- D. No member of the Board of Directors shall be eligible to serve on this committee. Additionally, the Regional Members Council Representative shall not be eligible to serve on this committee as they may at any time be call on to potentially fulfill the Regional Director role in the event they can no longer serve (SBL 7.6)

Concern was expressed by Nominating that that the RMCR is typically in line to be Director and Regional Chair. This is an issue as the RMCR is currently allowed to serve on Nominating and fill the role of a Director and Regional Chair should they become unable to serve. This would mean that the individual in this role would also attend BOD meetings. The proposed change, to be brought forth at a later date by the Nominating Committee would not allow RMCRs to be eligible to serve on the Nominating Committee during their time on Members Council.

In review of the changes, it was noted that staff also agrees with the spirit of changes as submitted by the Nominating Committee. The change reinforces the clear distinction between Nominating and the BOD as in the ROB. Staff expressed that several Nominating members are typically slated to be RMCR next year. Following this, the RMCR is also typically the next DRC candidate. Below is a summary of the committees' discussion:

Is a past DRC allowed to serve as RMCR?

Yes, they would be allowed, however, the RMCR has been recommended as the next DRC in practice.

The RMCR title used to be given to the outgoing DRC, however, this method of succession planning is no longer being followed. It doesn't matter when the RMCR becomes the DRC as there is a strong chance that within the next several Society Years, they will be called to serve. This is a conflict of interest that needs to be addressed.

When the Regions attend their caucuses, they provide backup names on the CRC Executive Session Worksheet. Are these not used? Do we not go to alternates first to fill the DRC role should they become incapacitated?

Typically, on the CRC Executive session worksheet, the RMCR is the second alternate for the recommended DRC.

Staff made the committee aware of the big decision letter that is sent that allows a current serving NomCom member who has been recommended for an officer position to make a formal choice regarding if they should allow their name to be considered.

An RMCR who is serving on the Nominating Committee still gets to serve at this point as there is no rule preventing them from doing so. This means that they get to hear discussions about DRC candidates for the Region in which they would most likely serve as DRC within the next 3 years.

To allow for more flexibility would it make sense to remove the RMCR title and say successor in the section referenced for review?

No, because they are removing the name from the worksheet but in practice still allowing the RMCR to be the DRC successor.

The below was edited for clarity as the committee felt as presented, the sentence was too lengthy. There were no changes to the intent of the section:

2.415.002.2 Qualifications 77-06-29-08

- A. The chair and vice chair of this committee shall be Past Presidents of the Society. (SBL 7.6)
- B. Each member of this committee shall hold the grade of Full Member or higher in the Society. Each shall have been a Full Member in good standing in the Society for a period of at least 5 years at the time of selection. (SBL 7.6)
- C. There shall not be more than three (3) members and three (3) alternates from any one region, except for the chair and vice chair. (SBL 7.6)
- D. No member of the Board of Directors shall be eligible to serve on this committee. ~~Additionally, the Regional Members Council Representative shall not be eligible to serve on this committee as they may at any time be call on to potentially fulfill the Regional Director role in the even they can no longer serve~~ Additionally, the Regional Members Council Representative shall not be eligible to serve on this committee. (SBL 7.6)

The committee agreed that the revised wording as presented in the ROB would also need to be added to the below Bylaws section once proposed:

Section 7.6 Nominating Committee.

...

There shall not be more than three members and three alternates from any one region, except for the Chair and Vice Chair. No member of the Board of Directors shall be eligible to serve on the Nominating Committee. Additionally, the Regional Members Council Representative shall not be eligible to serve on this committee.

MBO UPDATE

MBO 5 was reported as complete. All other MBOs were reported as ongoing.

NEW BUSINESS

SRC was asked to review and comment on the noted sections below ahead of review and approval by Members Council at the 2024 Winter Conference:

ROB Section 2.301.001 Members Council Membership

It was moved and seconded that

(4) The below changes to ROB Section 2.301.001 Members Council Membership be approved as presented:

2.301.001 Members Council Membership

- F. Alternates (16-06-29-13/09-06-24-11/10-06-30-15[5]/12-01-25-06)

a. In the absence of a Region Members Council Representative, the Director and Regional Chair may appoint themselves, or a Regional Vice Chair (RVC) Regional Executive Committee Member to serve as an alternate. This temporary appointment can be made in the event the Region Members Council Representative is ill or otherwise incapacitated but has not permanently vacated the office. The Region Members Council Representative shall notify the chair of Members Council and the Director of Member Services, as soon as possible, as to the dates and reasons for this temporary appointment. This alternate would have voice and voting rights at the committee meetings and meetings of Members Council.

b. In the absence of a standing committee chair, that chair may appoint a standing committee executive committee member to serve as a temporary alternate. This temporary appointment can be made in the event the committee chair is unable to attend but has not permanently vacated the office. The committee chair shall notify the chair of Members Council and the Director of Member Services, as soon as possible, as to the dates and reasons for this temporary appointment. This alternate would have voice and voting rights at the committee meetings and meetings of Members Council.

In recent events and during the evaluation of governing documents of the council, it was noted that there currently is no procedure for council voting if a committee chair is unable to attend a meeting. The above now puts a procedure in place should this occur in the future as committee chairs were recently made voting members of the council.

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

ROB Section 2.411.003.4 Awards Not Named for Individuals

It was moved and seconded that

(5) The below changes to ROB Section 2.411.003.4 Awards Not Named for Individuals be approved as presented:

2.411.003.4 Awards Not Named for Individuals

I. The Exceptional Service Award is established to recognize members who have served the Society faithfully with exemplary effort, in excess of that required for the Distinguished Service Award. The individual must have been a Full Member or Associate Member for a minimum of ten years and a recipient of the Distinguished Service Award.

The committee was notified that proposed changes to the above were done in response to a CRC motion that was referred to H&A. H&A felt that the membership tenure requirement was necessary but wanted to also allow members to qualify who have been an Associate Member for a minimum of ten years.

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

FUTURE MEETINGS

Mr. Gagnon notified the committee that meetings would be scheduled as needed depending on the work of the BOD, councils, and committees that involve ROB review/edits.

ADJOURN

The meeting was adjourned at 5:20 PM CT.

Respectfully Submitted,

A handwritten signature in blue ink, consisting of several overlapping, fluid strokes that form a cursive name, likely 'Ron Gagnon'.

Ron Gagnon, Chair