



Shaping Tomorrow's  
Built Environment Today

## **MINUTES**

### **SOCIETY RULES COMMITTEE MEETING**

**March 7, 2023  
2:00PM – 3:30PM ET**

*Note: These minutes are the official record of minutes voted on and approved by the Society Rules Committee at the June 27, 2023 meeting.*

**TABLE OF CONTENTS**  
Society Rules Committee Meeting  
March 7, 2023

<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>ACTION ITEM REVIEW.....</b>	<b>1</b>
<b>POSTPONED MOTION.....</b>	<b>1-2</b>
<b>ROB REFERENCES TO HE/SHE AND HIS/HER.....</b>	<b>2</b>
<b>ROB SECTION 1.201.028.....</b>	<b>3</b>
<b>BOD APPROVED MOTION (NON-VOTING &amp; VOTING MEMBERS OF MEMBERS COUNCIL).....</b>	<b>4</b>
<b>FUTURE MEETINGS.....</b>	<b>4</b>
<b>ADJOURN.....</b>	<b>4-5</b>

**PRINCIPAL MOTIONS**  
 Society Rules Committee Meeting  
 March 7, 2023

No. – Pg.	Motion
1-1	The minutes from the February 7, 2023 meeting of the Society Rules Committee be approved as presented.
2-1	All references to spouse in the ROB be changed to the phrase “spouse or significant other”.
3-4	<p>The below changes to ROB Section 2.301.001 regarding Members Council Membership be revised as follows:</p> <p style="text-align: right;"><b>2.301.001 MEMBERSHIP</b> (12-06-27-11/15-07-01-02)</p> <p>The members of this council are as follows:</p> <p>A. Chair: <del>President Elect</del> <u>President Elect (Voting Member)</u></p> <p>B. Vice Chair: <del>Treasurer</del> <u>Treasurer (Voting Member)</u></p> <p><u>C. Region Members Council Representative (RMCR) from each Region (Voting Members)</u></p> <p><u>D. Chair of each committee reporting to this Council (Voting Members)</u></p> <p><del>E.G. BOD ExOs Voting Members: Chair, Vice Chair, up to six (6) Directors, and the as assigned to this Council (Non-voting Members) Region Members Council</del></p> <p><del>__ Representative (RMCR) from each region. (20-07-01-05)</del></p> <p><del>D. Non Voting Members: Chair of each committee reporting to this council</del></p> <p><u>FE. Alternates</u> (16-06-29-13/09-06-24-11/10-06-30-15[5]/12-01-25-06)                  In the absence of a Region Members Council Representative, the Director and Regional Chair may appoint him or herself, or a Regional Vice Chair (RVC) 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...</p>

**ACTION ITEMS**  
Society Rules Committee Meeting  
**March 7, 2023**

<b>No. – Pg.</b>	<b>Responsibility</b>	<b>Summary</b>
1-3	Mr. Phillips	Review ASHRAE governing documents higher than the ROB to determine if changes proposed to ROB Section 1.201.028 reside in other places.

**MINUTES**  
Society Rules Committee Meeting  
**March 7, 2023**

**MEMBERS PRESENT:**

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

**STAFF PRESENT:**

Chandrias Jolly, Assistant Manager, Board Services

**CALL TO ORDER**

Mr. Cooper called to meeting to order at 2:05PM.

**ASHRAE CODE OF ETHICS COMMITMENT**

Mr. Cooper acknowledged 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 accepted as presented.

**APPROVAL OF MINUTES**

Mr. Gagnon moved and Mr. Bilderbeck seconded that

**(1) The minutes from the February 7, 2023 meeting of the Society Rules Committee be approved as presented.**

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

**ACTION ITEM REVIEW**

Action items 1-3 were reported as complete. Action item 4 was reported as ongoing.

**POSTPONED MOTION**

**TUESDAY, FEBRUARY 7, 2023**

(2) Motion 6 from the February 7, 2023 Society Rules Committee meeting be considered as noted below:

***All references to spouse in the ROB be changed to the phrase "spouse or significant other".***

The committee was gauged for additional comments.

Ms. Thomle shared that she was concerned why the original motion was postponed initially.

Mr. Gagnon reminded the committee that the motion was postponed to ensure the recommended replacement phrase was sufficient as certain phrases have different meanings when interpreted internationally.

Mr. Morasch suggested providing a clear definition of significant other. The below definition of significant other was read from Wikipedia:

In psychology, a significant other is any person who has great importance to an individual's life or well-being. In sociology, it describes any person or persons with a strong influence on an individual's self-concept.

Mr. Phillips notified the committee that he would like to see the explanation of significant other as read added to the ROB. Suggested also advising the BOD of the reason we are recommending references to spouse be changed.

Mr. Cooper shared that the initial thought behind this change was to align with DEI efforts that are currently taking place. We should work to think in terms of inclusivity.

Mr. Bilderbeck commented that if someone identifies as a significant other and their travel is reimbursed to attend ASHRAE functions, aren't we expecting them to be a cheerleader for ASHRAE?

He also posed the following questions:

- Does the change disqualify minor children?
- Does this person need to be of age?
- Does this need to exclude minors?
- Are BOD members able to bring grandkids with them on official ASHRAE business?

Mr. Gagnon advised the committee that though we aim for inclusivity as a Society, in this case, we will need to clearly define the proposed wording. Spouses are asked to attend events at the BOD level to maintain cohesion within the group. Other family members are not intended to be included in this phrase; however, we also want to account for some members that may need medical assistance when traveling.

The following definition of significant other was read aloud by staff from Merriam Webster:

Significant other is defined as a person who is important to one's well-being especially: a spouse or one in a similar relationship.

Mr. Cooper suggested including both definitions for clarity.

There was a consensus among the committee with the recommendation of including both definitions when presenting the changes to the BOD.

**MOTION 2 APPROVED (4:0:1, CNV)**

### **ROB REFERENCES TO HE/SHE AND HIS/HER**

Mr. Cooper shared with the committee that this has been previously reviewed in theory. Found that there weren't many instances where his and her appeared in the ROB. Edits proposed were done to dismiss the need for he and she.

The edits will be considered as editorial as the changes proposed do not change the meaning of any noted sections in the ROB.

### **ROB SECTION 1.201.028**

Mr. Cooper notified the committee that Mr. Phillips reviewed ROB section 1.201.028 in an attempt to reword as he believed the verbiage as listed in the ROB is unclear.

The original wording of the section as well as the suggested rewording are noted below:

#### **Original text**

1.201.028 Resolved, that this Corporation, as a matter of policy to the full extent permitted by the law of the State of New York, shall indemnify any member, director, officer, employee, agent or volunteer of the Corporation made, or threatened to be made, a party to an action or proceeding, whether civil or criminal, including an action by or in the right of any other corporation, employee benefit plan or other enterprise, which any member, director, officer, employee, agent or volunteer of this Corporation serves or served in any capacity at the request of this Corporation, by reason of the fact that he or she of being or having been is or was a member, director, officer, employee, agent or volunteer of this Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such member, director, officer, employee, agent or volunteer acted in good faith for a purpose which he or she reasonably believed to be in the best interests of this Corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her the conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such member, director, officer, employee, agent or volunteer shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his or her their duty to this Corporation.

#### **Proposed rewording**

1.201.028, If legal action is threatened or made by any entity or person, against any member, director, officer, employee, agent or volunteer of the Corporation (ASHRAE) by reason of the fact that they are or were a member, director, officer, employee, agent or volunteer of ASHRAE, and are, or were, serving in a capacity at the request of ASHRAE, and acted in good faith for a purpose which they reasonably believed to be in the best interests of ASHRAE, and had no reasonable cause to believe that their the conduct was unlawful:

ASHRAE shall, to the full extent permitted by the law of the State of New York, indemnify the member, director, officer, employee, agent or volunteer of ASHRAE against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, whether civil or criminal.

No indemnification shall be made in respect of any claim, issue or matter as to which such member, director, officer, employee, agent or volunteer shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of their duty to ASHRAE.

Mr. Cooper suggested that the committee first determine if the verbiage noted is specific language from ASHRAE lawyers.

It was also noted that the section may also be in higher governing documents of the Society other than the ROB.

**ACTION ITEM - Mr. Phillips will review ASHRAE governing documents higher than the ROB to determine if changes proposed to ROB Section 1.201.028 reside in other places.**

It was noted that proposed changes will be postponed until after Mr. Phillips has determined all locations where ROB Section 1.201.028 may reside outside of the ROB.

**BOD APPROVED MOTION (NON-VOTING & VOTING MEMBERS OF MEMBERS COUNCIL)**

The committee was advised that the ROB changes presented are the result of a previously BOD approved Members Council motion.

Mr. Cooper advised the committee that the changes presented make the correct people voting members of the Council.

Mr. Gagnon shared that with the changes, committees reporting to the Council will now be allowed to bring motions directly to the Council.

It was moved and seconded that

**(3) The below changes to ROB Section 2.301.001 regarding Members Council Membership be revised as follows:**

**2.301.001 MEMBERSHIP**

(12-06-27-11/15-07-01-02)

The members of this council are as follows:

B. Chair: ~~President Elect~~ President Elect (Voting Member)

B. Vice Chair: ~~Treasurer~~ Treasurer (Voting Member)

C. Region Members Council Representative (RMCR) from each Region (Voting Members)

D. Chair of each committee reporting to this Council (Voting Members)

~~E.G. BOD ExOs Voting Members: Chair, Vice Chair, up to six (6) Directors, and the as assigned to this Council (Non-voting Members) Region Members Council~~

~~Representative (RMCR) from each region. (20-07-01-05)~~

~~D. Non-Voting Members: Chair of each committee reporting to this council~~

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

~~In the absence of a Region Members Council Representative, the Director and Regional Chair may appoint him or herself, or a Regional Vice Chair (RVC) 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...~~

**MOTION 3 APPROVED (5:0:0, CNV)**

**FUTURE MEETINGS**

Mr. Cooper shared that if additional meetings are needed before the 2023 Annual Conference meeting of the committee, they will be scheduled.

**ADJOURN**

The meeting adjourned at 3:31PM.



Respectfully Submitted,

A handwritten signature in black ink, appearing to read 'Ken', with a stylized flourish at the end.

Ken Cooper, Chair