



Shaping Tomorrow's
Built Environment Today

MINUTES

SOCIETY RULES COMMITTEE MEETING

**November 9, 2023
12:00PM – 1:00PM ET**

Note: These minutes are the official record of minutes voted on and approved by the Society Rules Committee at the January 23, 2024 meeting.

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Society Rules Committee Meeting
November 9, 2023

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PRINCIPAL APPROVED MOTIONS
Society Rules Committee Meeting
November 9, 2023

No. – Pg.	Motion
1-2	The minutes for the June 27, 2023 meeting of the Society Rules Committee be approved as presented.
2-3	<p>Section 18.4.3.1 and 18.4.3.2 in the BOD Reference Manual as noted below be added back to the ROB with location to be determined at a later date.</p> <p style="padding-left: 40px;">18.4.3.1. Proposed changes (additions and deletions) to Rules of the Board (ROBs) shall be submitted by committees, councils, and Board members.</p> <p style="padding-left: 40px;">18.4.3.2. Changes proposed by a committee shall be submitted through the body to which it reports; councils and Board members may submit proposed changes directly to the Board of Directors.</p>
3-4	<p>The ASHRAE Simplified Rules of Order Quick Reference be updated to include the following:</p> <p style="padding-left: 40px;">You need to recuse/abstain yourself from a discussion or vote. Notify the chair. Remove yourself from the room or the meeting if you are recusing.</p> <p style="padding-left: 40px;">You think another member should recuse/abstain themselves from a discussion or vote. Notify the chair. If the individual does not agree to recuse themselves, the chair determines the next course of action.</p>

ACTION ITEMS
Society Rules Committee Meeting
November 9, 2023

No. – Pg.	Responsibility	Summary
1-3	Full Committee	Review the ROB for additional changes due to BOD approved organizational motions during the May 2023 BOD meeting.
2-3	Ms. Thomle	Contact Mr. Smith to get an update on the status of the rewritten Tech Council MOP. Will report to SRC regarding if it is now ready for approval.

MINUTES
Society Rules Committee Meeting
November 9, 2023
12:00PM – 1:00PM ET

MEMBERS PRESENT:

Ron Gagnon, Chair
Bert Phillips, Vice Chair
Spencer Morasch
Adrienne Thomle
Heather Schopplein

STAFF PRESENT:

Chandrias Jolly, Manager - Board Services

CALL TO ORDER

Mr. Gagnon called the meeting to order on Thursday, November 9, 2023 at 12:00p.m. ET.

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

Item '*Adjournment*' was added to new business.

APPROVAL OF MINUTES

It was moved and seconded that,

(1) The minutes for the June 27, 2023 meeting of the Society Rules Committee be approved as presented.

MOTION 1 PASSED (Unanimous Voice Vote, CNV)

ACTION ITEMS

All action items were reported as complete.

POSSIBLE ROB ADDITIONS FOR CONSIDERATION

ROB Rules and Member Petitions

The committee was updated on a request received from ExCom for guidance regarding changes to rules in the ROB that have an origin of member petition.

Mr. Gagnon shared that in reviewing the request, the rule was not shared in an effort to prevent biased feedback. He thanked staff and notified the group that as the course of action was clear, the chair and vice chair provided feedback to ExCom without involving the full committee.

Ms. Thomle asked for clarification regarding the agenda item and why it was being reviewed before the committee now. Is this something that the committee now needs to act on? Can the BOD change any rule they want without a petition being sent to the members?

Mr. Gagnon notified the committee that any rules that reside in the Rules of the Board no matter origin, may be changed at the discretion of the BOD as the BOD owns the ROB. The committee is now asked to address whether or not guidance should be placed in the ROB regarding how to handle rules with an origin of member petition.

He read a portion of the feedback shared with ExCom and displayed on screen to the committee. Noted below:

According to ROB Section 1.100.002.3 it's under the boards purview to change, amend, edit, remove, or add rules as long as it is normal conduct of business. If the board is not modifying, removing, or adding anything to the By-laws or the Certificate of Consolidation, it has no purpose of going to referendum.

As the ROB is clear regarding rules that have an origin of member petition, no other guidance should be added.

The committee agreed that no further action was needed.

ROB Change Procedure for Committees

The committee was updated on an inquiry that was received regarding the procedure for committees to submit ROB changes.

Mr. Gagnon asked for feedback from the committee regarding if the section should be added back to the ROB as it was originally in ROB section 3.400. The committee was reminded that section 3.400 was removed from the ROB as it was originally the location of the Officer and Director MOP.

The committee agreed that portions of the section should be added back to the ROB.

Ms. Schopplein moved and Ms. Thomle seconded that,

(2) Section 18.4.3.1 and 18.4.3.2 in the BOD Reference Manual as noted below be added back to the ROB with location to be determined at a later date.

18.4.3.1. Proposed changes (additions and deletions) to Rules of the Board (ROBs) shall be submitted by committees, councils, and Board members.

18.4.3.2. Changes proposed by a committee shall be submitted through the body to which it reports; councils and Board members may submit proposed changes directly to the Board of Directors.

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

MBO UPDATE

All MBOs were reported as ongoing. Comments received are noted below:

MBO#2

Mr. Morasch shared that he is in the progress of contacting committees/groups to determine if their MOPs are up to date. Should I put the onus on the groups to ensure that their MOPs are accurate?

Mr. Gagnon shared that yes, the burden of proof is on the group being contacted to make sure their MOP is accurate.

It was suggested that groups contacted should also receive the MOP template created by SRC.

MBO#3

Mr. Gagnon advised that this MBO (below) would be changed to an action item to ensure it is addressed before or at the 2024 Winter Conference.

ACTION ITEM – The committee will review the ROB for additional changes due to BOD approved organizational motions during the May 2023 BOD meeting.

AI -1

MBO#4

Ms. Thomle noted that Mr. Smith, Tech Council member, arrived at Tech Council with a lot of changes to the MOP as discussed during the SRC meeting at the 2023 Annual Conference. Noted that with the help of Mr. Phillips and other members, the Tech Council MOP has been rewritten and the council has adopted SRC's previous suggestions.

Not sure where Tech Council is in the process of getting the rewritten MOP approved.

ACTION ITEM - Ms. Thomle will contact Mr. Smith to get an update on the status of the rewritten Tech Council MOP. Will report to SRC regarding if it is now ready for approval.

AI -2

Mr. Morasch shared that he attended the Members Council meeting in Tampa and notified Mr. Knight that he was in attendance as SRC's liaison to the council should they need any guidance. Will also be attending the council meeting during the 2024 Winter Conference.

MBO#5

Mr. Gagnon shared that he will be working with Mr. Phillips in December to complete this item before the 2024 Winter Conference.

MBO#6

Mr. Gagnon shared that the Simplified Rules of Order were made for ease of understanding by the membership. We should be careful of making it too descriptive. The committee's opinion was gauged regarding whether guidance relating to recusals should be added to the Simplified Rules of Order. There was much discussion regarding the process for how recusals are addressed. A summary of the discussion is noted below:

Should the chair be the one to address recusals?

Could we say, "If the chair or a member has to recuse themselves from a vote due to perceived conflict of interest?"

The Nominating committee was noted. How are recusals handled by that group? There has to be a way to require recusal.

If someone recuses themselves do they still have the right to vote? If not, who enforces this?

The definition of recusal was noted as a challenge to perform legal duties due to a conflict of interest or partiality.

Isn't it the chairs prerogative?

It was determined that yes, recusals and how they are addressed should be up to the chair.

Should abstentions also be addressed?

It was noted that abstention and recusal is often used interchangeably throughout society though they are different.

Ms. Thomle moved and Ms. Schopplein seconded that

(3) The ASHRAE Simplified Rules of Order Quick Reference be updated to include the following:

[You need to recuse/abstain yourself from a discussion or vote.](#)

Notify the chair. Remove yourself from the room or the meeting if you are recusing.

[You think another member should recuse/abstain themselves from a discussion or vote.](#)

Notify the chair. If the individual does not agree to recuse themselves, the chair determines the next course of action.

MOTION 3 PASSED (5:0:0, CNV)

NEW BUSINESS

Adjournment

Mr. Gagnon shared that in continued review of the Simplified Rules of Order, a motion does not need to be made to end a meeting. Shared that the meeting ends once the agenda is done and business as listed is complete.

Mr. Phillips shared the Roberts Rules of Order notes that a meeting can be adjourned by the Chair when the allotted time is reached, or at the end of the agenda. If not completed, and the majority would like to end the meeting, then a motion can be made.

It was the committee's interpretation that this does not need to be updated in the Simplified Rules of Order.

FUTURE MEETINGS

The next meeting of the committee will be during the 2024 Winter Conference on Tuesday, January 23, 2024, 2:30 – 5:30PM CT.

ADJOURNMENT

Respectfully Submitted,



Ron Gagnon