



Shaping Tomorrow's
Built Environment Today

MINUTES

SOCIETY RULES COMMITTEE MEETING

**March 29, 2022
11:00AM – 12:30PM**

Note: These minutes are the official record of minutes voted on and approved by the Society Rules Committee at the May 23, 2022 meeting.

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Society Rules Committee Meeting
March 29, 2022

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PRINCIPAL MOTIONS
Society Rules Committee Meeting
March 29, 2022

No. – Pg.	Motion
1-1	The Society Rules Committee minutes from the February 1, 2022, meeting as presented be approved.
2-2	The below section be referred to CEC for inclusion in their governing documents: Sustainable Technology Action Program 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)

ACTION ITEMS
Society Rules Committee Meeting
March 29, 2022

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
2-2	Mr. Gagnon	Work with Members Council to determine if the criteria for the formation of a new Region is complete as listed in the ROB.
3-4	Mr. Fick	Make assignments for review of the ROB to address editorial edits to be made regarding capitalization.

MINUTES
Society Rules Committee Meeting
March 29, 2022

MEMBERS PRESENT:

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

STAFF PRESENT:

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

CALL TO ORDER

Mr. Fick called the meeting to order at 11:03am on Tuesday, March 29, 2022.

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.

REVIEW OF AGENDA

The agenda was accepted as presented.

APPROVAL OF MINUTES

Mr. Cooper moved and Mr. Gagnon seconded that

(1) The Society Rules Committee minutes from the February 1, 2022, meeting as presented be approved.

MOTION 1 APPROVED (Unanimous Voice Vote, CNV).

ACTION ITEM REVIEW

Action items 2 and 3 were reported as complete. Action item 1 was reported as ongoing.

DRAFT BOD MOP UPDATE

Mr. Fick noted that a draft version of the BOD MOP was sent for review to the committee. He shared that a reference manual will not be drafted at this time and this was intentional.

The following is a summary of the discussion regarding the edits presented in the draft BOD MOP:

A separate document will need to be provided to the BOD that outlines the origins of some of the BOD MOP items that have been newly relocated.

It was suggested that the Executive Vice President be noted in the BOD MOP as an officer, member of ExCom, and secretary so that there is consistency throughout the document.

In reviewing the section titled "Common Director Responsibilities," there was consensus that the word "common" should be removed from the title as Directors are not common and the section refers to all Directors.

Should references to certain items in the ROB be listed in the MOP? Do we need to start pointing to where things are? It was determined that the location for certain items can be added to the BOD Reference Manual if needed. The MOP shouldn't be used to house the location of certain items especially if these items reside on the ASHRAE website.

Newly created sections 8.8, 8.9, and 8.10 in the draft BOD MOP were noted to be relocated from the current BOD MOP as they represent DRC responsibilities. There was discussion regarding if any information relating to CRCs listed in the BOD MOP should be forwarded to Members Council.

After much discussion, the committee decided that items relating to the CRC in the BOD MOP detail the duties of the DRC. As a result, these items should remain in the BOD MOP for consistency.

In reviewing items in the draft BOD MOP relating to high impact BOD governance, it was noted that the items seemed random in nature. They represent a host of motions approved by the BOD. The committee agreed that for now, the resolutions will remain until a better location is determined for them.

Section 17.2, Sustainable Technology Action Program, was reviewed for relocation as there was discussion that this item details activities that are typically in alignment with activities of CEC. Should this item remain? Maybe it should be moved to the Host Committee Manual? It was recommended that CEC should review this item and provide a recommendation regarding where this item should be located.

Mr. Cooper moved and Mr. Gagnon seconded that

(2) The below section be referred to CEC for inclusion in their governing documents:

Sustainable Technology Action Program

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)

MOTION 2 APPROVED (5:0:0, CNV)

The chair requested that committee members review the responsibilities for each BOD position in the draft MOP to ensure no items were missed.

The chair also requested that the committee forward any items that may not have been discussed for inclusion to himself and Mr. Cooper.

ROB EDITS

Add Section 1.100.003 Geographic Organization

The addition of new section 1.100.003 Geographic Organization to the ROB was reviewed as it was being recommended for removal from the BOD MOP.

Mr. Bilderbeck notified the committee that the criteria for the formation of a new Region should be reviewed in the ROB as it does not list how many Chapters a Region should have in order to form a Region. He also shared that his Chapter is still operative even though he believes they do not have enough members. There is no guidance in the ROB that provides details regarding how many members a Chapter should have.

ACTION ITEM - Mr. Gagnon will work with Members Council to determine if the criteria for the formation of a new Region is complete as listed in the ROB.

AI -2

Mr. Brandt shared that he did not see reasoning for adding details regarding the formation of a new Region to the current section.

Mr. Fick notified the committee that this information is housed with Members Council, however, as it says the BOD has to review it, it lives in the ROB as well. Should this also be placed in the BOD MOP?

There was consensus that due to Mr. Bilderbeck's comments, the above should be postponed until the next meeting.

ROB Edits Related to the Draft BOD MOP (Editorial Changes)

The following references were discussed collectively:

- Section 2.106.001.1, A
- Section 2.106.001.1, E
- Section 2.106.001.1, F
- Section 2.106.001.1, G

Mr. Fick notified the committee that in review of the ROB, there were multiple references to the Officer and Director Manual of Procedures as the secondary location to find additional details regarding certain topics. Is there a need to leave this information here? Should we remove these references?

Mr. Cooper recommended that any references to the BOD MOP that advise the reader to view the MOP for additional information should remain. Should the references be updated to reflect that the BOD MOP is now a separate document that no longer resides in the ROB?

Mr. Fick shared that it might be cumbersome to catch all of the instances in the ROB where the BOD MOP can be considered a secondary source of information. As a result, instances that are present should be removed.

He advised that this should be considered an editorial update as the BOD MOP no longer resides in the ROB.

NEW BUSINESS**Bylaws/ROB Grammar and Capitalization Discussion**

Mr. Fick noted that in review of the ROB, capitalization and grammar throughout the document is not consistent.

He shared that he and Staff reviewed some of the text in question and determined that updates to the text can be considered editorial. The generally accepted rules for grammar and capitalization will be used to make the updates to the ROB apart from Full Member, as this is a specific member grade.

ACTION ITEM - Mr. Fick make assignments for review of the ROB to address editorial edits to be made regarding capitalization.

AI – 3

FUTURE MEETINGS

The next meeting of the committee will be scheduled for May.

ADJOURNMENT

The meeting was adjourned at 12:25pm.



Respectfully Submitted,

Doug Fick, Chair