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Built Environment Today

MINUTES

SOCIETY RULES COMMITTEE MEETING

**Thursday, May 20, 2021
2:00PM – 4:00PM**

Note: These minutes are the official record of minutes voted on and approved by SRC at the June 22, 2021 meeting.

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Society Rules Committee Meeting
May 20, 2021

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PRINCIPAL MOTIONS
 Society Rules Committee Meeting
 May 20, 2021

| No. – Pg. | Motion |
|-----------|--|
| 1-1 | The Society Rules Committee minutes from the March 30, 2021 meeting as presented be approved. |
| 2-4 | ROB Volume 1 and additional edits as presented and discussed be approved. |
| 3-6 | ROB Volume 2 and additional edits as presented and discussed be approved. |
| 4-6 | <p>ROB Sections 4.100.006.10 and 4.100.006.11 be removed from the ROB as presented below:</p> <p>4.100.006.10 The 2013-14 ASHRAE Advocacy priorities are as follows (not in priority order):-(13-01-30-03) Environmental and natural resources Energy efficiency Indoor environmental quality Building industry workforce Building performance</p> <p>4.100.006.11 The 2014-15 ASHRAE Advocacy priorities are as follows (not in priority order): Building Energy Data: A Critical Resource Climate Change and Building Energy Efficiency Consensus Standards: Expert Solutions to Meet National Needs Energy Efficiency for Buildings and HVAC&R Equipment Energy Use Metrics and Targets for Commercial Buildings Research and Development Needs to Meet National Goals Science, Technology, Engineering and Mathematics Education & Competitiveness Commercial Building Energy Use Disclosure</p> |
| 5-7 | (5) ROB waivers no longer be recorded in ROB Volume 4 and will be documented in a new way to be presented during the 2021 Annual Conference. |

ACTION ITEMS
Society Rules Committee Meeting
May 20, 2021

| No. – Pg. | Responsibility | Summary |
|-----------|--|---|
| 1-1 | Full Committee | Review and determine any areas of duplication in the Rules of the Board regarding where RVCs, Officers, and Directors reside for possible removal by the 2021 Winter Meeting. (Carryover from June 24, 2020) |
| 2-1 | Mr. Cooper | Work with Mr. Phillips to provide additional recommendations for changes to the SRC Reference Manual while incorporating how Basecamp should be used. (Carryover from March 30, 2021) |
| 3-1 | Mr. Cooper | Highlight rules in the Officers and Directors MOP for further SRC review and recommend which items may be best located in a BOD Reference Manual. (Carryover from March 30, 2021) |
| 4-3 | Mr. Cooper/ Mr. Bilderbeck/ Mr. Fick | Review ROB sections 1.100.002.4 Manuals of Procedures and 1.100.002.5 Reference Manuals and provide changes to the sections to address how committees and ASHRAE Groups should be using MOPs and Reference Manuals. |
| 5-3 | Staff | Forward the meeting rules of order correspondence originally sent to Mr. Fulk to Mr. Fick and Mr. Cooper for review and comment with the intention that a recommendation be made at the 2021 Annual Conference. |
| 6-3 | Staff | Schedule time for Mr. Fulk, Mr. Fick, and Mr. Cooper to discuss the meeting rules of order recommendations |
| 7-4 | Mr. Brandt | Work to determine the intent of Handbook benefits as listed in ROB Section 1.201.013.2., D., 4, 5 and 6 Handbook. |
| 8-4 | Staff | Review the chart in ROB Section 1.201.022.1 titled <i>Society Contact Data Availability</i> and provide a recommendation for further action . |
| 9-6 | Staff | Forward Mr. Macauley any notes regarding SRCs previous discussion on |
| 10-6 | Mr. Cooper /Mr. Bilderbeck | Provide recommendations regarding placement of ROB Section 2.421.003 Recommended Qualifications for New RAC Members and review the locations for all BOD elected committee qualifications. |
| 11-6 | Mr. Phillips/ Mr. Bilderbeck/ Mr. Cooper | Provide recommendations regarding placement of the H&A Table titled <i>Board Approved Awards and Elections</i> (originally ROB Section 2.200.010) presented in the Draft BOD MOP. |
| 12-7 | Staff/ Mr. Fulk | Review and highlight items in ROB Volume 4 to be removed as well as identify a potential location for the items after removal. |
| 13-7 | Mr. Phillips | Review SRC Reference Manual Sections 10.3, 10.3.3.2, and 10.3.3.3 and determine if the aforementioned sections currently reside in the ROB. |
| 14-8 | Mr. Phillips | Review the SRC actions as listed in the Rules Actions Table in SRC Reference Manual to ensure that actions as listed are in alignment with the committee or subsequent action. |
| 15-8 | Staff | Determine if the Ethics Review Board has a MOP and if a Chair and Vice Chair are selected. |
| 16-8 | Staff/ Mr. Fulk | Begin requesting MOP updates from committees as listed in the MOP schedule provided by Mr. Macauley after the Annual Meeting. |

MINUTES
Society Rules Committee Meeting
May 20, 2021
2:00PM -4:00PM

MEMBERS PRESENT:

Ken Fulk
Dunstan Macauley
Doug Fick
Mike Bilderbeck
Bert Phillips
Ken Cooper

STAFF PRESENT:

Candace Devaughn, Manager of Board Services
Chandrias Jacobs, Coordinator of Board Services

CALL TO ORDER

Mr. Fulk called the meeting to order on Tuesday, May 20, 2021 at 2:00PM.

CODE OF ETHICS

Mr. Fulk 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

Item *MOP Schedule* was added to Old Business.

APPROVAL OF MINUTES

Mr. Cooper moved and Mr. Macauley seconded that

(1) The Society Rules Committee minutes from the March 30, 2021 meeting as presented be approved.

MOTION 1 APPROVED (5:0:0 CNV)

ACTION ITEMS REVIEW

Action Items 2-4 and 6 were reported as complete. Action item 1 was reported as ongoing. Action Items 5 and 7 were reported as in progress.

ROB REFERENCE TO MOPS AND REFERENCE MANUALS

Mr. Cooper presented his recommendation to change the below references in the ROB that relate to MOPs and Reference Manuals.

1.100.002.4 Manuals of Procedures

Manual of Procedures of a council or committee is a document developed within the council or committee to describe the methods and procedures by which the council or committee accomplishes the duties and responsibilities assigned to it. The manual is an internal document of the council or committee for its own guidance. It also describes the responsibilities of assigned members, subcommittee organization, and the procedure for revising rules.

1.100.002.5 Reference Manual

Each council or committee may establish a Reference Manual, which may contain guidelines, procedures, sample documents and other tools that the council or committee uses in its day-to-day operation. The Reference Manual ensures consistency in the operation of the council or committee and serves as an educational tool for new members. The Reference Manual is an internal document of the council or committee and requires the approval of that council or committee only.

He expressed that the rules as written do not accurately reflect how MOPs and Reference Manuals are handled. He noted that MOPs should focus on the “what” or the responsibilities and duties of the committee. Anything related to “how” these duties are accomplished is supposed to be in the Reference Manual. He proposed that the recommended changes below would address how ASHRAE Committees and Groups should be using their MOPs and Reference Manuals.

1.100.002.4 Manuals of Procedures

~~Manual of Procedures of a council or committee is a document developed within the council or committee to describe the methods and procedures by which the council or committee accomplishes the duties and responsibilities assigned to it. The manual is an internal document of the council or committee for its own guidance. It also describes the responsibilities of assigned members, subcommittee organization, and the procedure for revising rules.~~

A document that delineates the duties and responsibilities of the council or committee and its members. It is developed by the council or committee and approved by the next higher level of authority unless the Rules of the Board make exceptions.

1.100.002.5 Reference Manual

~~A document that describes the methods and procedures for carrying out the duties and responsibilities of the council or committee. Each council or committee may establish a Reference Manual, which ~~the document~~ may contain guidelines, instructions, procedures, ~~examples~~ sample documents and other tools that the council or committee uses in its day-to-day operation to insure consistency of operation and an educational tool for new members. The Reference Manual ensures consistency in the operation of the council or committee and serves as an educational tool for new members. The Reference Manual is an This internal document of the council or committee and only requires the approval by the ~~of that~~ council or committee ~~only~~.~~

Mr. Fulk requested comments from the committee regarding the proposed changes. He noted that he did not agree with the changes as presented as there are several items in the new proposed text that are too abbreviated. MOPs should identify the structural makeup of the committee and the different subcommittees that help it function.

Mr. Cooper shared that he was concerned that the MOP text as originally written in ROB section 1.100.002.4 Manuals of Procedures makes mention that the MOPs purpose is to describe methods. MOPs should identify what the committee/group is responsible for and the reference manual tells how to accomplish those things.

Mr. Fick suggested that the new text may be oversimplifying things. Items that shouldn't be changed easily should be listed in the MOP. Items in a reference manual can be easily changed.

Mr. Fulk advised the committee to take this up for review once again at the Annual Conference.

ACTION ITEM - Mr. Cooper, Mr. Bilderbeck, and Mr. Fick will review ROB sections 1.100.002.4 Manuals of Procedures and 1.100.002.5 Reference Manuals and provide changes to the sections to address how committees and ASHRAE Groups should be using MOPs and Reference Manuals.

AI - 4

MEETING RULES OF ORDER

Mr. Fulk reminded the committee of the request received from ExCom regarding meeting rules of order at the last SRC meeting. Three meeting rules of order were recommended for review: Breaking Robert's Rules, Simplified Rules of Order, Modern Rules of Order.

He shared that based on the three recommendations received for review, *Simplified Rules of Order*, appears to be the most feasible. Would like additional SRC members to review the three recommendations and provide their comments.

ACTION ITEM – Staff will forward the meeting rules of order correspondence originally sent to Mr. Fulk to Mr. Fick and Mr . Cooper for review and comment with the intention that a recommendation be made at the 2021 Annual Conference.

AI - 5

ACTION ITEM – Staff will schedule time for Mr. Fulk, Mr. Fick, and Mr . Cooper to discuss the meeting rules of order recommendations

AI - 6

ROB VOLUME EDITS

Volume 1

Mr. Fulk notified the committee that all editorial revisions proposed to Volume 1 since the March SRC meeting have been made by Staff. Unresolved items have now been brought forward for discussion. The following represents additional ROB edits reviewed and discussed during the meeting:

ROB Section 1.140.002.3 B

The definition for interested and disinterested persons will be added to the section.

ROB Section 1.201.013.2

The section concerning Handbook benefits was discussed.

Mr. Fulk shared that members have the option of receiving a hardcopy of the Handbook if it is requested. Believes the aforementioned section was included in the ROB as a way to encourage Life Members to save expenses to ASHRAE. Noted that this is deemed a sensitive subject as the Handbook benefit has been around for a long time. Discussions are being had at the BOD level regarding how this benefit should be managed in the future.

Mr. Cooper shared that he did not receive any correspondence regarding the Handbook being electronic. Would be interested to know how many Life Members get an electronic copy and how many choose the hardcopy of the Handbook. Believes there is a large group of Life Members who do not have a preference.

Mr. Brandt notified the committee that Members Council has recommended that all Life Members receive the electronic handbook. Believes a final decision has not been made yet. As of now, the printed Handbook will be on sale on an annual basis.

There was consensus among the committee that the section regarding Handbook benefits is not under the purview of SRC.

Mr. Phillips notified the committee that Pub & Ed Council is currently reviewing Handbook benefits.

It was inquired if the definition of education discount price should be listed in the ROB as it appears in ROB Section 1.201.013.2.

Mr. Brandt responded that educational discount prices are listed on the ASHRAE website and are revised often. Groups often get education discounts and the definition is open as it is an opportunity for us to sell material. As a result, it should remain as listed in the ROB.

Mr. Fulk noted that sometimes the discount price is negotiated and the number may vary depending on class size.

Mr. Fick believes that the education discount benefit as written in the ROB seems intentional so that a DRC has discretion regarding how it is used. If a Chapter has a course that doesn't qualify for the education price, the DRC may still be able to offer the discounted education price.

ACTION ITEM – Mr. Brandt will work to determine the intent of Handbook benefits as listed in ROB Section 1.201.013.2., D., 4, 5 and 6 Handbook.

AI-7

ROB Section 1.201.022.1

The chart titled *Contact Data Availability Policy* as provided in ROB Section 1.201.022.1 was discussed as it appears the chart may be outdated.

ACTION ITEM - Review the chart in ROB Section 1.201.022.1 titled *Society Contact Data Availability* and provide a recommendation for further action.

AI-8

Mr Cooper moved and Mr. Bilderbeck seconded that

(2) ROB Volume 1 and additional edits as presented and discussed be approved.

MOTION 2 APPROVED (5:0:0 CNV)

Volume 2

Mr. Fulk notified the committee that all editorial revisions proposed to Volume 2 since the March SRC meeting have been made by Staff. Unresolved items have now been brought forward for discussion. The following represents additional ROB edits reviewed and discussed during the meeting:

ROB Section 2.101.006.2

The section concerning ASHRAE member grade was discussed. It was noted that references to gender should be removed to represent gender neutrality as presented below:

~~Any ASHRAE member may use his/her grade following his/her name on his/her business correspondence and may also include on their personal business card an ASHRAE logo 10mm (3/8") maximum, specifically followed by a representation of their member grade.~~

[The membership grade may be used on business correspondence following any member's name. The ASHRAE logo \(10mm \(3/8" max\), followed by the membership grade may be used on personal business cards.](#)

ROB Section 2.101.008 Strategic Plan

The section noting the strategic plan was discussed as it was proposed it may need to be rewritten for clarity. There was consensus that the section as presented should not be changed.

ROB Section 2.102.002.1 Funds (Financial)

The section was reviewed and revised as follows:

Contracts or purchase orders of \$25,000 or higher (except research or special projects) shall require two signatures of either any of the President, the President-Elect, the Treasurer, or the Executive Vice President.

The committee believed the change addresses that any of the positions listed may perform the action listed in the ROB section.

ROB Section 2.102.002.3 General and Research Fund Disbursement Approval

The section was discussed and revised as follows:

General and Research Fund account disbursements (checks, wires, ACH) shall require at least one signature approval which shall include either any of the President, Treasurer, Executive Vice President, or the Comptroller. The individual originating the disbursement cannot be the approver.

Disbursements of \$250,000.00 or higher shall require approval of two of the individuals listed herein.

The committee believed the change addresses that any of the positions listed may perform the action listed in the ROB section.

ROB Section 2.104.018 Anthems

The section concerning Anthems was revised as below:

National anthems and toasts at Society meetings shall be confined to restricted to that of the country in which the meeting is being held.

ROB Section 2.104.004 Term of Service

Mr. Macauley addressed the section regarding BOD terms of service. Believes that the section is a conflict as BOD members serve until their successors have been installed.

Mr. Fulk shared with the committee that BOD members remain in their positions until someone else is elected. Recommended that the statement as written should remain as written.

ROB Section 2.106.002.4

The below section was discussed as it was proposed that it be removed as below:

~~The Board of Directors encourages and supports the idea that one of the Society officers attend the Annual Meetings of up to two of ASHRAE's Associates annually.~~

Mr. Fulk noted that the above sentence is located in a section that addresses associate societies and should possibly remain.

Mr. Brandt notified the committee that the reference to Board of Directors in the aforementioned section should be changed to ExCom. Recommended that section 2.106.002.4 be removed and the words *For Future Use* be placed in the section to prevent excessive renumbering.

There was consensus among the committee that the above verbiage is also located in ROB section 2.200.003.2 Board of Directors General and should be removed per the recommendation provided by Mr. Brandt.

ROB Section 2.200.007 Use of Letter Ballots

Mr. Macauley suggested that the section in its entirety should be removed as it does not address how all committees handle the use of letter ballots.

Mr. Macauley was advised that though the section does not address all committees, it pertains to the actions of the BOD and should remain.

Mr. Fulk notified Mr. Macauley that this was discussed extensively by SRC as the result of a request from ExCom.

ACTION ITEM – Staff will forward Mr. Macauley any notes regarding SRCs previous discussion on the use of letter ballots and reconsideration of negative votes.

AI-9

ROB Section 2.411.003.4 Board-Approved Awards Not Named for Individuals

It was noted that the title of the section referenced is a duplicate and appears on the following page in the ROB and should be updated.

ROB Section 2.421.003.1

The section concerning RAC Qualifications was reviewed as it was proposed that it be removed due to it being listed in other locations. .

Mr. Fulk recommended that the section remain as it is specific to RAC and SRC is unaware of the reasoning behind its placement in the ROB.

Mr. Cooper inquired if the presence of additional qualifications for RAC were due to it being a BOD elected committee. Noted that duplication in the ROB should be avoided if possible. If the section refers to another section already provided in the ROB, it should be referenced, not duplicated.

ACTION ITEM – Mr. Cooper and Mr. Bilderbeck will provide recommendations regarding placement of ROB Section 2.421.003 Recommended Qualifications for New RAC Members and review the locations for all BOD elected committee qualifications.

AI-10

Mr. Bilderbeck moved and Mr. Macauley seconded that

(3) ROB Volume 2 and additional edits as presented and discussed be approved.

MOTION 3 APPROVED (5:0:0 CNV)

Volume 3

Mr. Cooper outlined details of the draft BOD MOP as presented during the meeting. Noted that the document being presented was not final and should have multiple reviews.

Mr. Cooper requested guidance on any items in the draft that the committee feels should be changed.

In review, it was noted that table 10.1 regarding Board approved awards may be best suited in the ROB.

ACTION ITEM - Mr. Phillips, Mr. Bilderbeck, and Mr. Cooper will provide recommendations regarding placement of the H&A Table titled *Board Approved Awards and Elections* (originally ROB Section 2.200.010) presented in the Draft BOD MOP.

AI-11

Volume 4

The recommendation for removal of ROB Sections 4.100.006.10 and 4.100.006.11 from GAC were discussed.

Mr. Cooper moved and Mr. Bilderbeck seconded that

(4) ROB Sections 4.100.006.10 and 4.100.006.11 be removed from the ROB as presented below:

~~4.100.006.10~~

~~The 2013-14 ASHRAE Advocacy priorities are as follows (not in priority order):(13-01-30-03)~~

~~Environmental and natural resources~~

~~Energy efficiency~~

~~Indoor environmental quality~~

~~Building industry workforce~~

~~Building performance~~

~~4.100.006.11~~

~~The 2014-15 ASHRAE Advocacy priorities are as follows (not in priority order):~~

- ~~Building Energy Data: A Critical Resource~~
- ~~Climate Change and Building Energy Efficiency~~
- ~~Consensus Standards: Expert Solutions to Meet National Needs~~
- ~~Energy Efficiency for Buildings and HVAC&R Equipment~~
- ~~Energy Use Metrics and Targets for Commercial Buildings~~
- ~~Research and Development Needs to Meet National Goals~~
- ~~Science, Technology, Engineering and Mathematics Education & Competitiveness~~
- ~~Commercial Building Energy Use Disclosure~~

MOTION 4 APPROVED (5:0:0 CNV)

The future of ROB Volume 4 was discussed as it was noted in a previous meeting that the ROB may need to be removed in its entirety.

Mr. Fulk reiterated that the purpose of the ROB in the past was to house waivers and other temporary BOD items. He proposed that the volume be removed and that work begin to identify which items may need to remain. Recommended that the new Volume 4 be a place to house the new BOD of Directors MOP.

ACTION ITEM – Mr. Fulk and Staff will review and highlight items in ROB Volume 4 to be removed as well as identify a potential location for the items after removal.

AI-12

Mr. Fulk noted that with the removal of contents in ROB Volume 4, there will need to be a new place to house waivers in the ROB.

Mr. Macauley moved and Mr. Cooper seconded that

(5) ROB waivers no longer be recorded in ROB Volume 4 and will be documented in a new way to be presented during the 2021 Annual Conference.

MOTION 5 APPROVED (5:0:0 CNV)

OLD BUSINESS

SRC Reference Manual Update

The comments from Mr. Phillips regarding the reference manual were reviewed.

Sections 10.3.3, 10.3.3.2, and 10.3.3.3 was discussed as Mr. Phillips recommended that the sections as written did not reflect the most current rules for modifying an existing rule of the board.

There was an inquiry from the committee that the section being reviewed may originally reside in the ROB.

ACTION ITEM – Mr. Phillips will review SRC Reference Manual Sections 10.3, 10.3.3.2, and 10.3.3.3 and determine if the aforementioned sections currently reside in the ROB.

AI-13

The Rules Actions Table in the SRC Reference Manual was also discussed as some sections of the table had minor edits.

In review of the proposed minor edits, Mr. Fulk addressed the two columns in the table with the titles *Action Starts a Subsequent Action* and *SRC Action*.

Mr. Fulk noted that in review of the two columns, the column *SRC Action*, does not correlate properly with the column *Action Starts a Subsequent Action*. As a result, both columns should be reviewed to ensure that the action of SRC is accurately captured as a result of the starting action as listed in the chart.

ACTION ITEM – Mr. Phillips will review the SRC actions as listed in the Rules Actions Table in SRC Reference Manual to ensure that actions as listed are in alignment with the committee or subsequent action.

AI -14

MOP SCHEDULE

Mr. Macauley presented the proposed MOP schedule for committee review. He noted that all committees under the purview of SRC have been listed in the schedule with dates as to when their MOPs were last reviewed and when they should be reviewed again.

He recommended that the MOP for the Ethics Review Board should be included in the schedule as per guidelines in the ROB. He inquired if the Ethics Review Board had a MOP and if that they have a Chair and Vice Chair as listed in the ROB.

ACTION ITEM – Staff will determine if the Ethics Review Board has a MOP and if a Chair and Vice Chair are selected.

AI -15

There was consensus among the committee that if a MOP for the Ethics Review Board exists, it should be added to the chart.

Mr. Fulk shared with the committee that a MOP document was created for the Ethics Review Board. He notified the committee that he would distribute the document for full committee review after the meeting.

Mr. Fulk noted that according to the schedule, MOPs are intended to be reviewed on a 3 year cycle. Committees are free to make edits to their MOPs at any time they wish, however, the committee should be submitting a revised MOP for SRC review by the date given in the MOP schedule.

ACTION ITEM - Staff will begin requesting MOP updates from committees as listed in the MOP schedule provided by Mr. Macauley after the Annual meeting.

AI-16

NEXT MEETING

The next SRC meeting will take place during the 2021 Virtual Annual Conference on June 22, 2021 from 1:00PM – 4:00PM.

ADJOURNMENT

The meeting was adjourned at 4:18PM.

Respectfully Submitted,



Kenneth M. Fulk