



Shaping Tomorrow's
Built Environment Today

MINUTES

SOCIETY RULES COMMITTEE MEETING

**May 23, 2022
10:00AM – 11:30AM**

Note: These minutes are the official record of minutes voted on and approved by the Society Rules Committee at the June 28, 2022 meeting.

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May 23, 2022

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PRINCIPAL MOTIONS
Society Rules Committee Meeting
May 23, 2022

No. – Pg.	Motion
1-1	The Society Rules Committee minutes from the March 29, 2022 meeting as presented be approved.
2-2	<p>Changes to ROB Section 2.416 regarding the Planning Committee be approved as noted below:</p> <p style="text-align: center;">2.416 PLANNING COMMITTEE</p> <p>2.416.001 SCOPE AND PURPOSE (09-06-21-12C) This committee shall perform ASHRAE's long range and strategic plan activities on a continuing basis.</p> <p>2.416.002 MEMBERSHIP</p> <p><u>2.416.002.1 Composition</u> (02-01-13-19/04-06-27-08/05-06-26-16/09-06-21-13/12-06-24-12/ 20-02-02-02/ 20-06-23-04) The members of this committee are as follows:</p> <p>A. Between nine-ten (9)10 and twelve (12) voting members, including a chair and vice chair</p> <p style="padding-left: 40px;">a. During the three-year strategic planning cycle, two-years for strategic plan development and one year following the launching of the strategic plan, it is recommended that the membership of Planning be nearat the maximum allowed. a. During the two-year "gap" between development of a newof a five-year strategic plan duration, it is recommended that the membership of Planning be nearat the minimum-allowed.</p> <p>B. In addition to the chair and vice chair, voting members shall include</p> <ol style="list-style-type: none"> 1. one <u>(1)</u> Director-at-Large, 2. one <u>(1)</u> Director and Regional Chair, 3. one <u>(1)</u> member who is serving on the YEA Committee at the time of appointment, and 4. two- <u>(2)</u> members in good standing who have not served on the Board of Directors, 5. up to three (3) to five (5) additional members of the Society who are serving or have served as Board members. <p>C. Non-voting members include</p> <ol style="list-style-type: none"> 1. <u>1.</u> the Executive Vice President; 2. <u>2.</u> one <u>(1)</u> Staff Director; 3. and Consultantants <u>3.</u> Consultants as assigned by the President Elect. a. At least four (4) Board first-year Directors (in the first-year of their term) b. Other Consultantants <p><u>2.416.002.2 Qualifications</u></p> <p>A. All voting members, except the member who represents YEA, must hold the grade of Full Member or higher in the Society.</p> <p>B. All councils should be represented on the voting membership of the committee.</p> <p><u>2.416.002.3 Term of Service</u> (85-06-26-11/86-06-25-09/94-06-26-04)</p> <p>A. The term of service for voting members is intended to be three (3) years, subject to ROB 3.300 <i>Election and Appointment Procedures.</i></p> <p>B. The term of service of the Vice President shall be limited by his or her term in office.</p>

2.416.003 OPERATION

2.416.003.1 General Requirements (09-06-21-12C/20-06-23-04)

- A. The purpose of this committee is to assist the Board of Directors and the organization to think strategically in planning for the future. These activities include determining methods for soliciting creative ideas from the membership, assessing capabilities, making strategic assessments, formulating strategies, and recommending new initiatives to the Board of Directors to adopt as strategic goals on an ongoing basis.
- B. This committee shall monitor, on a continuing basis, councils' and committees' progress in achieving the Strategic Plan goals. The committee shall provide a report of findings and recommendations at the Winter Meeting of the Society.
- C. The chair of Planning shall appoint a minimum of two subcommittees to assist in the development, and guide the councils and committees in implementation, and monitoring the use of the Strategic Plan and the operation of the committee.
- D. This committee shall, on a continuing basis, review all facets of Society operation and make recommendations for changes and revisions.

2.416.003.2 Meetings

This committee shall meet two times per year:

- A. This committee shall meet at the Winter and Annual Meeting.
- B. Up to two (2) additional committee meetings may be held at the discretion of the Planning Committee Chair.

...

3-4

Changes to ROB Section 2.416 regarding the Residential Buildings Committee be approved as presented with additional changes noted in blue:

2.423 RESIDENTIAL BUILDINGS COMMITTEE

2.423.001 SCOPE AND PURPOSE

...

2.423.002 MEMBERSHIP

2.423.002.1 Composition

The members of this committee are as follows: (19-01-16-14)

A. _____ Maximum of fifteen (15) voting members, including a chair and a vice chair;

A.B. _____ Voting members shall include:

- ~~1. One past member of Standards Committee~~
- ~~2. One past member of Research Administration Committee~~
- ~~3. One past member of Members Council~~
- ~~4. One past member of Environmental Health Committee~~

1. One representative of the home/multi-family building/remodeling industry or other residential industry segments.

2. Two current or past chairs or other committee officers of a technical committee or standards project committee involved in residential issues

3. At least one member from outside the U.S. and Canada

~~5.4.~~ Two representatives of major residential stakeholder organizations for government agencies (as noted on RBC Stakeholder list available from staff liaison.

~~6. One past Society officer~~

~~7. Members at Large as needed.~~

C. Non-voting members include a Board ex-officio member and coordinating officer.

	<p>2.423.002.2 Qualifications</p> <p>A. The chair and vice chair shall hold the grade of Full Member or higher in the Society.</p> <p>B. The majority of the voting members of the committee must <u>shall</u> be ASHRAE members of Associate Grade or higher.</p> <p><u>C. Voting members should shall be considered for their ASHRAE experience including membership on other Technology Council Standing Committees (Standards, RAC, TAC, and EHC) as well as for participation in grassroots efforts under Members Council and at the chapter/regional level. Grade or higher.</u></p> <p>2.423.002.3 Term of Service The term of service for voting members is intended to be three (3) years, subject to ROB 3.300 <i>Election and Appointment Procedures</i>.</p> <p>2.423.003 OPERATION</p> <p>2.423.003.1 General Requirements This committee shall maintain a long-range plan for ASHRAE’s role in the “Buildings” conferences (sponsored by BETEC and ASHRAE) and submit this plan to Technology Council at the Annual Meeting. ...</p>
<p>4-5</p>	<p>New section 1.100.003 be added to the ROB and titled Geographic Organization/ Regional Plan</p> <p><u>1.100.003 GEOGRAPHIC ORGANIZATION / REGIONAL PLAN</u></p> <p><u>3.1 — REGIONAL PLAN</u></p> <p>31.100.003.1.1 Chapters of the Society shall be grouped in geographic areas by the Board of Directors, and each such area shall be designated as a region.</p> <p><u>1.100.003.1.1</u> The number and delineation of regions and changes therein shall be published in the official publication of the Society.</p> <p><u>1.100.003.1.2</u> Regional boundaries are published on the Society website (www.ashrae.org).</p> <p><u>1.100.003.1.3</u> Each region is served by a Director and Regional Chair (DRC). Regional boundaries on www.ashrae.org. <u>1.100.003.1.4</u> Chapters are assigned to regions and shall be directed by Members Council.</p> <p>31.100.003.1.2 The regional plan was established to provides direction to the chapters and allows democratic selection procedures for the participation of individuals in the Society organization, wider dissemination of technology, means for interchange of ideas among chapters, and the systematic solicitation and consideration by the members concerning the policies, procedures, and operation of the Society.</p>

ACTION ITEMS
Society Rules Committee Meeting
March 23, 2022

No. – Pg.	Responsibility	Summary
1-1	Mr. Fick	Make assignments for review of the ROB to address editorial edits to be made regarding capitalization.
2-6	Staff	Distribute the current version of the draft BOD MOP to the BOD for review and comment.
3-6	Mr. Brandt/ Mr. Gagnon	Review the draft BOD Reference Manual for comments regarding if any items should be deleted or added.
4-7	Mr. Cooper/ Staff	Review the Simplified Rules of Order and Quick Reference to add details regarding motions from subcommittees and reporting bodies not needing a second.

MINUTES
Society Rules Committee Meeting
May 23, 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 10:01am.

CODE OF ETHICS

Mr. Fick read the ASHRAE Code of Ethics commitment.

ASHRAE SIMPLIFIED RULES OF ORDER

Mr. Fick notified the committee that Members Council will be having a training on the new rules of order. He also shared that he reminded the Standards Committee of the simplified rules during a recent conference call.

ROLL CALL

Members and staff were in attendance as listed above. A quorum was present.

REVIEW OF AGENDA

New item, *Quick Reference*, was added to the agenda under New Business.

APPROVAL OF MINUTES

Mr. Cooper moved and Mr. Bilderbeck seconded that

(1) The Society Rules Committee minutes from the March 29, 2022 meeting as presented be approved.

MOTION 1 APPROVED (Unanimous Voice Vote, CNV).

ACTION ITEM REVIEW

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

ROB REVIEW/EDITS**PLC ROB Section 2.416**

Mr. Fick requested comments regarding changes as presented to the PLC ROB.

Mr. Cooper noted that as presented, member requirements are unclear. Also noted that there are no qualifications listed for the PLC chair and vice chair or details regarding who selects them.

Should details regarding PLC chair and vice chair qualifications be made available in the ROB? Also noted that the changes presented allow for most of the committee members to be BOD members. Was this the committee's intention?

Staff notified the committee that the chair and vice chair positions on the Planning Committee are appointed by the President-Elect. No details are listed in the ROB regarding qualifications of the chair and vice chair of PLC. PLC also decided to list the addition of BOD members as non-voting members as opposed to consultants. Listing BOD members as consultants may result in them not being appointed from year to year.

Mr. Brandt advised that the committee not get into the details of the work done by the President-Elect during the setting of appointments. Noted that there was a lot of discussion this year regarding the authority of the President-Elect.

Mr. Cooper moved and Ms. Thomle seconded that,

(2) Changes to ROB Section 2.416 regarding the Planning Committee be approved as noted below:

2.416 PLANNING COMMITTEE**2.416.001 SCOPE AND PURPOSE**

(09-06-21-12C)

This committee shall perform ASHRAE's long range and strategic plan activities on a continuing basis.

2.416.002 MEMBERSHIP

2.416.002.1 Composition (02-01-13-19/04-06-27-08/05-06-26-16/09-06-21-13/12-06-24-12/ 20-02-02-02/ 20-06-23-04)

The members of this committee are as follows:

- A. Between ~~nine-ten~~ (910) and twelve (12) voting members, including a chair and vice chair
 - b. During the three-year strategic planning cycle, two-years for strategic plan development and one year following the launch ~~ing of~~ the strategic plan, it is recommended that the membership of Planning be ~~nearat~~ the maximum allowed.
 - ~~b. During the two-year "gap" between development of a newof a five-year strategic plan duration, it is recommended that the membership of Planning be nearat the minimum allowed.~~
- B. In addition to the chair and vice chair, voting members shall include
 6. one (1) Director-at-Large,
 7. one (1) Director and Regional Chair,
 8. one (1) member who is serving on the YEA Committee at the time of appointment, and
 9. two- (2) members in good standing who have not served on the Board of Directors,

10. ~~up to three (3) to~~ five (5) additional members of the Society who are serving or have served as Board members.

C. Non-voting members include

- ~~1. the Executive Vice President;~~
- ~~2. one (1) Staff Director;~~
- ~~3. and Consultants Consultants as assigned by the President Elect.~~
 - ~~a. At least four (4) Board first-year Directors (in the first-year of their term)~~
 - ~~b. Other Consultants~~

2.416.002.2 Qualifications

- C. All voting members, except the member who represents YEA, must hold the grade of Full Member or higher in the Society.

- D. All councils should be represented on the voting membership of the committee.

2.416.002.3 Term of Service

(85-06-26-11/86-06-25-09/94-06-26-04)

- A. The term of service for voting members is intended to be three (3) years, subject to ROB 3.300 *Election and Appointment Procedures*.

~~B. The term of service of the Vice President shall be limited by his or her term in office.~~

2.416.003 OPERATION

2.416.003.1 General Requirements

(09-06-21-12C/20-06-23-04)

- A. The purpose of this committee is to assist the Board of Directors and the organization to think strategically in planning for the future. These activities include determining methods for soliciting creative ideas from the membership, assessing capabilities, making strategic assessments, formulating strategies, and recommending new initiatives to the Board of Directors to adopt as strategic goals on an ongoing basis.
- B. This committee shall monitor, on a continuing basis, councils' and committees' progress in achieving the Strategic Plan goals. The committee shall provide a report of findings and recommendations at the Winter Meeting of the Society.
- C. The chair of Planning shall appoint a minimum of two subcommittees to assist [in the development, and guide the councils and committees in implementation](#), and monitoring [the use](#) of the Strategic Plan [and the operation of the committee](#).
- D. This committee shall, on a continuing basis, review all facets of Society operation and make recommendations for changes and revisions.

2.416.003.2 Meetings

This committee shall meet two times per year:

- A. This committee shall meet at the Winter and Annual Meeting.
- B. Up to [two \(2\)](#) additional committee meetings may be held at the discretion of the Planning Committee Chair.

...

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

RBC ROB Edits 2.423

Mr. Fick requested comments regarding changes to the RBC ROB.

Ms. Thomle shared that she is the current ExO to RBC. She advised that the committee is looking to streamline its membership with the proposed changes.

It has been difficult for the committee to identify members for succession planning due to the committees' stringent requirements in the ROB. A lot of the requirements as currently listed were created around 10 years ago.

Mr. Cooper inquired if there should be a minimum listed for members as a maximum was provided.

Ms. Thomle noted that RBC is aware that no minimum is listed.

Mr. Fick noted that section C under *Qualifications* can be considered a suggestion and not a rule as it is written with the word *shall*. As a result, this could be ignored completely when it is time to select members for the committee. Should this be listed in the reference manual?

The committee agreed that the changing of the word *should* to *shall* will change section C under *Qualifications* to a rule. The committee also noted to update section B to read *shall* as it lists the word *must*.

Ms. Thomle moved and Mr. Bilderbeck seconded that,

(3) Changes to ROB Section 2.416 regarding the Residential Buildings Committee be approved as presented with additional changes noted in [blue](#):

2.423 RESIDENTIAL BUILDINGS COMMITTEE

2.423.001 SCOPE AND PURPOSE

...

2.423.002 MEMBERSHIP

2.423.002.1 Composition

The members of this committee are as follows: (19-01-16-14)

C. _____ Maximum of fifteen (15) voting members, including a chair and a vice chair;

B-D. _____ Voting members shall include:

~~8. One past member of Standards Committee~~

~~9. One past member of Research Administration Committee~~

~~10. One past member of Members Council~~

~~11. One past member of Environmental Health Committee~~

5. One representative of the home/multi-family building/remodeling industry or other residential industry segments.

6. Two current or past chairs or other committee officers of a technical committee or standards project committee ~~involved in residential issues~~

7. ~~At least o~~One member from outside the U.S. and Canada

~~12-8.~~ _____ Two representatives of major residential stakeholder organizations ~~for government agencies (as noted on RBC Stakeholder list available from staff liaison.~~

~~13. One past Society officer~~

~~14. Members at Large as needed.~~

C. Non-voting members include a Board ex-officio member and coordinating officer.

2.423.002.2 Qualifications

A. The chair and vice chair shall hold the grade of Full Member or higher in the Society.

B. The majority of the voting members of the committee ~~must~~ [shall](#) be ASHRAE members of Associate Grade or higher.

C. Voting members ~~should~~ shall be considered for their ASHRAE experience including membership on other Technology Council Standing Committees (Standards, RAC, TAC, and EHC) as well as for participation in grassroots efforts under Members Council and at the chapter/regional level. Grade or higher.

2.423.002.3 Term of Service

The term of service for voting members is intended to be three (3) years, subject to ROB 3.300 *Election and Appointment Procedures*.

2.423.003 OPERATION

2.423.003.1 General Requirements

This committee shall maintain a long-range plan for ASHRAE's role in the "Buildings" conferences (~~sponsored by BETEC and ASHRAE~~) and submit this plan to Technology Council at the Annual Meeting.

...

MOTION 3 APPROVED (4:0:0,CNV)

Add Section 1.100.003 Geographic Organization

Mr. Fick reviewed the changes as presented. He shared that this item was previously in the BOD MOP and is being recommended for relocation to the ROB.

Mr. Cooper shared that he agreed with the changes presented provided that the numbering be corrected.

Mr. Bilderbeck noted that this could be perceived by others in the Society as the first step in restructuring the regions.

Mr. Fick advised that even though this may be the perception, we are simply relocating an item that was once in the BOD MOP back to the ROB for streamlining purposes.

Mr. Cooper moved and Mr. Bilderbeck seconded that,

(4) New section 1.100.003 be added to the ROB and titled Geographic Organization/ Regional Plan

1.100.003 GEOGRAPHIC ORGANIZATION / REGIONAL PLAN

3.1 — REGIONAL PLAN

~~31.100.003.1-1~~ Chapters of the Society shall be grouped in geographic areas by the Board of Directors, and each such area shall be designated as a region.

1.100.003.1.1 The number and delineation of regions ~~and changes therein~~ shall be published ~~in the official publication of the Society.~~

1.100.003.1.2 Regional boundaries are published on the Society website (www.ashrae.org).

1.100.003.1.3 Each region is served by a Director and Regional Chair (DRC).

~~Regional boundaries on www.ashrae.org.~~ 1.100.003.1.4 Chapters are assigned to regions and shall be directed by Members Council.

~~31.100.003.1.2~~ The regional plan was established to provides direction to the chapters and allows democratic selection procedures for the participation of individuals in the Society

~~organization, wider dissemination of technology, means for interchange of ideas among chapters, and the systematic solicitation and consideration by the members concerning the policies, procedures, and operation of the Society.~~

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

DRAFT BOD MOP REVIEW

Mr. Fick inquired if anyone had any additional comments regarding the draft BOD MOP. Noted that this is a work in progress and the committee should expect to find additional items that may be added as the ROB is reviewed.

Mr. Cooper directed the committee to BOD MOP section *1.3 Training*. He shared that this section was added at the request of the DEI subcommittee and includes details regarding the requirement of sexual harassment prevention training.

Mr. Bilderbeck asked if exceptions would be made for BOD members who may have completed sexual harassment prevention training when renewing their P.E. license.

Mr. Gagnon noted that the training section references a video. Shouldn't we allow the committees to determine how the training is conducted and which training should be used? The section references training videos created by the state of New York. If the state of New York changes their training then the videos referenced become obsolete.

Ms. Thomle shared that the section refers to training videos specifically from New York as the Society is incorporated in New York. She also noted that the BOD will also be undergoing training in diversity, equity, and inclusion.

If the DEI training the BOD is participating in is acceptable, it will be rolled out to committees.

Mr. Fick brought the committee's attention to section 16, titled *Permanent BOD Subcommittees*. He shared that this is a placeholder for details regarding the DEI Subcommittee and any other subcommittee that the BOD would like to be ongoing in the future.

ACTION ITEM – Staff will distribute the current version of the draft BOD MOP to the BOD for review and comment.

AI - 2

Mr. Fick left the meeting and turned the meeting over to Mr. Cooper.

DRAFT BOD REFERENCE MANUAL REVIEW

The committee reviewed the draft BOD Reference Manual.

Mr. Brandt and Mr. Gagnon will review the draft BOD Reference Manual for comments regarding if any items should be deleted or added.

AI - 3

Mr. Cooper also asked Ms. Thomle to review once again for any additional comments. He shared that the document as currently presented should be considered a rough draft.

Mr. Brandt recommended that the draft reference manual be reviewed by the BOD same as the BOD MOP. A clean and edited version of the document could be provided the same as what will be done with the draft BOD MOP.

Mr. Bilderbeck noted that some BOD members may feel that as the document is not finalized, it shouldn't be brought for BOD review until it is ready for approval.

Mr. Gagnon and Ms. Thomle agreed with Mr. Bilderbeck's comments.

NEW BUSINESS

Quick Reference

Mr. Cooper noted the new business item was added as it was unclear if motions from subcommittees require a second. Details regarding the procedure for subcommittee reports are listed in the ASHRAE Simplified Rules of Order, however, this was not listed in the quick reference.

He shared that the rules of order currently only address reports made by subcommittees but may not clearly define the process for motions made from these groups.

Mr. Brandt noted that motions from subcommittees do not need a second. Motions that come from the floor do need a second.

Mr. Phillips noted that the section as written conveys that reports not on an agenda will need a motion to be heard even if they are from a subcommittee.

Mr. Brandt suggested adding the procedure for motions from subcommittees to the table that notes precedence of motions in the quick reference. This is used frequently and should be easily seen.

Mr. Cooper advised that item #9 in the ASHRAE Simplified Rules of Order under the title, *Principles of Parliamentary Procedure*, should include the following:

Subcommittee reports do not require a second.

ACTION ITEMS – Mr. Cooper and staff will review the Simplified Rules of Order and Quick Reference to add details regarding motions from subcommittees and reporting bodies not needing a second.

AI - 4

Mr. Bilderbeck brought the committee's attention to the symbols listed at the bottom of the chart. He shared that as the definition of the symbols are not included in the quick reference, should these be included? The foot notes are six lines.

Also advised that the way two-thirds is written in the quick reference should be updated as the way it is written may cause confusion.

Mr. Cooper advised the committee that the quick reference is intended to be no more than two pages. Adding the definitions as requested would make the reference three pages. Understood the thought behind the request but believes if the reader needs additional details, they should review the full Simplified Rules of Order. Agreed that the reference to two-thirds should be updated by Staff.

FUTURE MEETINGS

The next meeting of the committee will be during the 2022 Annual Conference in Toronto.

ADJOURNMENT

The meeting was adjourned at 11:16am.

A handwritten signature in black ink, appearing to read 'D Fick', written in a cursive style.

Respectfully Submitted,

Doug Fick, Chair