



Shaping Tomorrow's  
Built Environment Today

## **MINUTES**

### **SOCIETY RULES COMMITTEE WEB MEETING**

**Wednesday, November 29, 2017  
10:00 am – 12:00 pm**

*Note: These minutes are not the official record of minutes until voted on and approved by SRC.*

Society Rules Web Meeting  
November 29, 2017  
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**PRINCIPAL MOTIONS**  
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2 – 5 Editorially change the following sections of the Rules of the Board:

**1.130.006 Strategic Directions**

**1.201.028 Indemnification Resolution** (100-126-001 79-09-17-LB/88-05-21-49/95-02-02-54/97-06-29-23)

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 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 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 duty to this Corporation.

(In 1.201.034.3, remove the superscript 2)

1.201.034.3 Internationally recognized standards and their adoption and utilization play an increasingly crucial role in the HVAC&R industry. The Society recognizes their importance to its membership by participating in various international standards development activities. The Society is committed to a set of internationally recognized standards that best serve the needs of consumers and its membership. To further increase the Society's role in international standards and to continue to serve and provide leadership, the following policy on international standards is instituted:

A. Relationships: ASHRAE will establish and maintain formal relationships with international standards developers<sup>1</sup>.

B. Participation: ASHRAE will actively support and participate in international standards development activities. Participation should begin early in the standards development or adoption process and at a level to maximize the Society's ability to add value to the process.

C. Adoption: ASHRAE will pursue the adoption<sup>2</sup> of international standards for use in the U.S. and will promote ASHRAE's standards internationally in accordance with the following principals:

1. Adopt, as an ASHRAE standard, the best available standard.
2. Harmonize ASHRAE and international standards.
3. Promote ASHRAE standards internationally where:
  - a. The ASHRAE standard is the industry's standard of first choice with global relevance, or
  - b. There is no equivalent international, national or regional standard, or
  - c. It is in the best interest of the HVAC&R community.

**3 – 7** that changes to the Finance Committee MOP with editorial changes as noted be approved.

**4 – 7** that the GGAC ROB revisions with the additional editorial changes be approved

**ACTION ITEMS**

Society Rules Committee Minutes  
Wednesday, November 29, 2017

<u>No. - Pg.</u>	<u>Responsibility</u>	<u>Summary</u>	<u>Status</u>
1 - 4	McMillan/Brandt	Revise Scholarship Trustees ROB and MOP per recommendations made by Mike Brandemuehl in Long Beach.	<u>ongoing</u>
2 - 4	McMillan	Notify Members Council regarding SRC's suggested changes to Members Council motions. Clarify the Honors and Awards motion (change to 2.411.003.4); was the intention for the Development Leader award to be only for members who joined as an Associate?	<u>ongoing</u>
3 - 6	Klock	Ask Publishing and Education Council if they wish to continue annual review of the units policy or if they prefer to formalize dual units and discontinue the annual review.	_____
4 - 6	Klock	Further clarify the wording in ROB 2.104 – meetings/conferences	_____
5 - 6	Klock	Develop proposed motion wording for SRC to review that includes a recommendation for BOD to consider about the smoking policy and who should make the decision.	_____
6 - 6	McMillan	Contact Honors and Awards Committee through Members Council; suggest moving awards listing to their MOP and offer SRC's assistance.	_____
7 - 6	McMillan	Send Mr. Littleton a note regarding possible updates to ROB 3.910.	_____
8 - 6	McMillan/Giesler	Review changes in Nominating Committee MOP; prepare a recommendation from SRC and report at the Chicago meeting.	_____
9 - 7	Schwedler	Ask someone to attend the Environmental Health Committee meeting in Chicago regarding a potential conflict in the ROB with ANSI, Section A 1.201.004.9 which limits what a project committee can do; this topic will be deferred to the spring SRC conference call.	_____
10 - 7	Brandt	Send a proposed motion for SRC to review to be included in the SRC Report to the Board to waive the requirement that the YEA RVC be of Member status.	_____
11 - 7	Brandt	Send YEA Committee a note suggesting they move their list of programs to their MOP instead of listing them in their ROB.	_____
12 - 7	Markel/Shapiro	Review and propose changes to the Director and Officers Manual and send a draft to SRC for review.	_____

## MINUTES

### SOCIETY RULES COMMITTEE WEB MEETING

Wednesday, November 29, 2017  
10:00 am – 12:00 pm

MEMBERS PRESENT: Hugh D. McMillan III, Chair  
Don Brandt, Vice Chair  
Bill Klock  
Larry Markel  
Mick Schwedler  
Leon Shapiro (late)  
Art Giesler, Cons.  
Julia Keen, CO

STAFF PRESENT: Mary Dean Townsend  
Claire I. Neme

### **CALL TO ORDER**

Chair Hugh McMillan called the meeting to order at 10:04 am on Wednesday, November 29, 2017. Members attended as listed above. A quorum was present.

### Code of Ethics

Members were reminded that ASHRAE operates under its Code of ethics at every meeting. They were asked to review the code and become familiar with it.

### **REVIEW OF AGENDA**

Chair McMillan asked if there were additions to or deletions from the agenda. There were no changes to the agenda.

### **APPROVAL OF MINUTES**

Mr. McMillan called for a motion to approve the SRC minutes from the June 27, 2017 SRC meeting. Mr. Klock moved and it was seconded

(1) that minutes from the SRC meeting of June 27, 2017 be approved as presented.

### **MOTION 1 PASSED (4-0-0-CNV)**

### **REVIEW OF ACTION ITEMS**

2 – 3	Klock	Make edits to Volume 2 – Definition of “Meetings”.	On agenda	
3 – 4	Brandt/McMillan	Revise scholarship trustees ROB and MOP per Recommendations by Mike Brandemuehl.	Ongoing	AI 1
4 – 5	McMillan	Notify Members Council of SRC’s suggested Changes to motions; clarify the H&A motion (2.411.003.4) Re was the intention for the Development Leader Award to be only for Associate members?	Ongoing	AI 2

## **RULES VOLUME REVIEW**

### **Volume 1**

Mr. Schwedler reviewed proposed changes to Volume 1 of the ROB. After some discussion regarding whether the annual review of the units policy was needed, as well as some other proposed changes, Mr. Schwedler made the following motion and it was seconded:

(2) Editorially change the following sections of the Rules of the Board:

#### **1.130.006 Strategic Directions**

##### **1.201.028 Indemnification Resolution (100-126-001 79-09-17-LB/88-05-21-49/95-02-02-54/97-06-29-23)**

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 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 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 duty to this Corporation.

(In 1.201.034.3, remove the superscript 2)

1.201.034.3 Internationally recognized standards and their adoption and utilization play an increasingly crucial role in the HVAC&R industry. The Society recognizes their importance to its membership by participating in various international standards development activities. The Society is committed to a set of internationally recognized standards that best serve the needs of consumers and its membership. To further increase the Society's role in international standards and to continue to serve and provide leadership, the following policy on international standards is instituted:

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B. Participation: ASHRAE will actively support and participate in international standards development activities. Participation should begin early in the standards development or adoption process and at a level to maximize the Society's ability to add value to the process.

**2**

C. Adoption: ASHRAE will pursue the adoption of international standards for use in the U.S. and will promote ASHRAE's standards internationally in accordance with the following principals:

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2. Harmonize ASHRAE and international standards.
3. Promote ASHRAE standards internationally where:
  - a. The ASHRAE standard is the industry's standard of first choice with global relevance, or
  - b. There is no equivalent international, national or regional standard, or
  - c. It is in the best interest of the HVAC&R community.

## **MOTION 2 PASSED (4-0-0 CNV)**

Mr. Klock, SRC liaison to Publishing and Education Council, will make contact and ask if they wish to continue the annual review of the units policy or if they prefer to formalize dual units and discontinue the annual review. AI 3

### **Volume 2**

Mr. Klock reviewed proposed changes to Volume 2. He proposed some modifications to clarify the Meeting/Face-to-Face Meeting issues. Mr. Klock will further clarify the wording on meetings/conferences (ROB 2.104). Also, changes are proposed to the H&A section for the establishment of the Developing Leader Award (2.411.0034) and the modifications to the criteria of posthumous awards (2.411.003.7). These changes were approved by Members Council in Long Beach. AI 4

A section of the rule on smoking says that the Senior Staff Officer shall set the smoking policy for the offices in Atlanta and Washington. It was suggested to either include our Middle-Eastern facility, or modify the language to include all ASHRAE Offices or to encourage the Board to set a no smoking policy. After some discussion about the smoking policy for the offices in Atlanta, and Washington DC and Dubai, it was agreed that Mr. Klock would develop wording for a motion for SRC to review that includes a recommendation for the Board to consider about what the smoking policy should be and who should make the decision. AI 5

Mr. McMillan suggested that the listing of awards in ROB 2.411.003.4 be moved to the MOP instead of locating them in the ROB. Mr. McMillan agreed to contact Honors and Awards Committee through Members Council and suggest moving the awards listing to the MOP and also offer to provide SRC's assistance with this process. AI 6

### **Volume 3**

Mr. Markel reported that the proposed changes to Volume 3 have been completed. He pointed out there were areas of ROB 3.910 staff manual that need editing such as cost for lapel pins and duties of some staff positions. Ms. Townsend pointed out that staff did not look at this ROB for information on staff positions because ASHRAE has a Staff Handbook produced by Human Resources that includes this information. Mr. McMillan agreed to send Mr. Littleton a note regarding possible updates that should be made to ROB 3.910. AI 7

### **Volume 4**

Mr. Brandt reported that Volume changes have been made and it looks good now that renumbering has been completed.

## **NEW BUSINESS**

### **Nominating Committee MOP Review**

SRC was asked to review the Nominating Committee MOP changes for the Chicago meeting. Mr. Schwedler suggested checking the definition of MOP that is in the ROB and compare it with the definition in the Nominating Committee MOP. After further discussion, Mr. McMillan and Mr. Giesler agreed to review the changes, make SRC recommendations and report at the Chicago meeting. AI 8

### **Finance Committee MOP**

Mr. Giesler reported on suggested changes to the Finance Committee MOP. Mr. Markel suggested the following additional editorial change to be made:

- 1.7 Propose per the Finance Committee Reference Manual and the ROB, dues for Society fiscal

years and its allocations for the various Society operations. Dues shall be published online for the ~~coming-current~~ Society Year and, after approval by the BOD, ~~along with the current- for the coming~~ Society Year.

Mr. Schwedler made the motion and it was seconded

(3) that changes to the Finance Committee MOP with editorial changes as noted be approved

**MOTION 3 PASSED (4-0-0 CNV)**

Ms. Townsend agreed to make the above changes.

GGAC ROB Review

Mr. Brandt reported that the first paragraph of changes are editorial. He added "at least one" at large...."

Mr. Brandt make the motion

(4) that the GGAC ROB revisions with the additional editorial change be approved

**MOTION 4 PASSED (4-0-0-CNV)**

**IAQ Policy and ANSI/PASA**

Mr. Schwedler reported on a potential conflict in the ROB with ANSI in Section A 1.201.004.9 which limits what a project committee can do. He asked if Technology Council or SRC should make this decision. Standard 62 defines smoking spaces; do we need to change this portion of the ROB? EHC has not responded yet to Mr. Schwedler's email about this matter. After further discussion, Mr. Schwedler agreed to ask someone to attend the EHC meeting in Chicago to discuss this matter. This will be deferred to the spring 2018 SRC conference call.

AI 9

**YEA Grassroots Proposed ROB Change**

After some discussion about a SRC motion to the Board in Chicago to waive the requirement that the YEA RVC be of Member status, Mr. Brandt agreed to send a proposed motion to SRC for review that will be included in the SRC Report to the Board. Mr. Klock also suggested YEA move their list of programs to their MOP or reference manual. Mr. Brandt agreed to send YEA a note regarding this issue. Ms. Townsend will delay making final change to the ROB until this is resolved.

AI 10

AI 11

**Principal Motions from the Fall BOD Meeting**

Ms. Townsend suggested the Director and Officers Manual be reviewed by SRC to possibly update it. Mr. Markel and Mr. Shapiro agreed to work together to update it and will send a draft to SRC for review.

AI 12

**ADJOURNMENT**

The meeting was adjourned at 5:10 pm.

Respectfully submitted,



Mary Dean Townsend

cc: Board of Directors