



Shaping Tomorrow's
Built Environment Today

DRAFT

MINUTES

SOCIETY RULES COMMITTEE MEETING

Tuesday, February 4, 2020
2:00 pm – 6:00 pm

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

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 February 4, 2020

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PRINCIPAL MOTIONS
Society Rules Committee Meeting
February 4, 2020

No. – Pg.	Motion																																
1-1	that the minutes from the SRC meeting of September 9, 2019 be approved as presented.																																
2-3	that review of the suggested edits to the Scholarship MOP (ATTACHMENT A) be postponed until the next SRC meeting																																
3-4	<p>that associated tables within ROB Section 2.105.002 be removed and forwarded to Members Council for placement in their governing documents</p> <p><u>2.105.003,7 A Process of Measurement at the Society and Regional Level shall be similar to the following:</u></p> <table border="1" data-bbox="365 575 1408 1077"> <thead> <tr> <th>— Measurement</th> <th>Actual%</th> <th>Tool</th> <th>Responsible Party</th> </tr> </thead> <tbody> <tr> <td>1. Each Board of Directors/Board of Governors, council, or committee will include the mentoring program in their Manual of Procedures (MOP).</td> <td></td> <td>MOP</td> <td>Committees/Council</td> </tr> <tr> <td>2. The committee Management by Objectives (MBO) should include an objective for mentoring which will be reported to the council at each meeting.</td> <td></td> <td>MBO</td> <td>Committees/Council</td> </tr> <tr> <td>3. The mentoring program will be monitored to determine its effectiveness through the MBO process.</td> <td></td> <td>MBO</td> <td>Council</td> </tr> <tr> <td>4. The councils at each Annual Meeting will include in their report to the Board of Directors the status of that Council's mentoring program.</td> <td></td> <td>BOD Report</td> <td>Council</td> </tr> </tbody> </table> <p><u>2.105.003,8 Focus and measurement at the chapter level will be accomplished using the Presidential Award of Excellence (PAOE) program. Points will be awarded based on a chapter submitting an effective plan to accomplish mentoring of new members. Short term results will be measured by PAOE compliance. Long term measurement would be completed by member retention and the percentage in reduction for new members who have belonged to the Society for less than two (2) years. A Process of Measurement at the Chapter Level shall be similar to the following:</u></p> <table border="1" data-bbox="349 1310 1424 1577"> <thead> <tr> <th>Measurement</th> <th>Actual%</th> <th>Tool</th> <th>Responsible Party</th> </tr> </thead> <tbody> <tr> <td>1. Percent of chapters having a mentoring program in place as reported by PAOE</td> <td></td> <td>PAOE Report</td> <td>Membership Promotion Committee</td> </tr> <tr> <td>2. Retention decrease of new members</td> <td></td> <td>Membership Report</td> <td>Membership Promotion Committee</td> </tr> </tbody> </table>	— Measurement	Actual%	Tool	Responsible Party	1. Each Board of Directors/Board of Governors, council, or committee will include the mentoring program in their Manual of Procedures (MOP).		MOP	Committees/Council	2. The committee Management by Objectives (MBO) should include an objective for mentoring which will be reported to the council at each meeting.		MBO	Committees/Council	3. The mentoring program will be monitored to determine its effectiveness through the MBO process.		MBO	Council	4. The councils at each Annual Meeting will include in their report to the Board of Directors the status of that Council's mentoring program.		BOD Report	Council	Measurement	Actual%	Tool	Responsible Party	1. Percent of chapters having a mentoring program in place as reported by PAOE		PAOE Report	Membership Promotion Committee	2. Retention decrease of new members		Membership Report	Membership Promotion Committee
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4-5	<p>that Appendix D of 3.400 Manual and Procedures be removed and inserted into ROB section 2.105 Manuals of Procedures and Reference Manuals as Section 2.105.003,3 as follows:</p> <p><u>2.105.003 Mentoring Program. ASHRAE encourages implementation of a mentoring program for all standing bodies of the society as listed above. All MOPs should include a requirement for mentoring of new members as outlined herein.</u></p>																																

	<p><u>2.105.003.1 During the final meeting of the Fiscal Year, the Board of Directors/Board of Governors, Council or Committee Chair shall appoint an incumbent to be the mentor for an incoming member. A mentor should be appointed for each new member. The mentor will be responsible for the following tasks:</u></p> <p><u>2.105.003.2 Before the next meeting of the Board of Directors/Board of Governors, council or committee meeting, the mentor should contact the new member by telephone, letter, fax or email to introduce himself/herself and explain the new relationship and its purpose. The mentor should make every effort to update the new member on:</u></p> <p><u>A.Board of Directors/Board of Governors, council, committee or chapter functions, focus and objectives.</u></p> <p><u>B.Review the applicable Rules of the Board (ROB), Manual of Procedures (MOP) and Reference Manual with the new member.</u></p> <p><u>C.Discuss the typical meeting format and overall member duties and responsibilities.</u></p> <p><u>2.105.003.3 The mentor should plan to meet the new member before the respective meeting is scheduled to start and introduce him/her to the chair and early arriving members. The mentor should also introduce the new member with pertinent data such as:</u></p> <p><u>A.Member’s field of expertise and employer.</u></p> <p><u>B.Chapter and city of the new member.</u></p> <p><u>C.Former chapter, region and Society positions previously held by the new member.</u></p> <p><u>2.105.003.4 The new member should be sent a copy of the applicable bodies Rules of the Board (ROB), Manual of Procedures (MOP), Reference Manual and a copy of the most recent meeting minutes to acquaint him/her with the function and focus of the group. The new member should be encouraged to develop a rapport with other members to effectively work with fellow members to maximize productivity.</u></p> <p><u>2.105.003.5 The chair of the Board of Directors/Board of Governors, council, committee or chapter shall have the following responsibilities:</u></p> <p><u>A.Assign a mentor to each incoming new member of the group prior to the first meeting.</u></p> <p><u>B.Assure that the time allotted at the beginning of the first meeting is sufficient for proper introduction of the new member by the assigned mentor.</u></p> <p><u>C.Assess at a later meeting the effectiveness of the mentor/new member relationship.</u></p> <p><u>D.Provide any assistance to enhance the mentor/new member relationship.</u></p> <p><u>2.105.003.6 The formal relationship and duties of the mentor terminates at the end of the new member’s first year in the group.</u></p>
5-6	<p>that the changes to section 3.100.003 Conferences in which ASHRAE is the Lead Organization Objectives as noted be approved:</p> <p>Section 3.100.003.3 - Conferences in which ASHRAE is the Lead Organization Objectives</p> <p>Objectives - All actions of the conference must be non-partisan, and shall not reflect any private business interests or specific group interest and all conferences must have objectives consistent with those set forth in the Bylaws <u>and the Mission and Vision Statement of the Society</u> :-<u>"The Society is organized and operated for the exclusive purpose of advancing the arts and sciences of heating, refrigeration, air conditioning and ventilation, the allied arts and sciences and related human factors for the benefit of the general public, as defined in the Certificate of Consolidation. To fulfill its role, the Society shall recognize the effect of its technology on the environment and natural resources to protect the welfare of posterity."</u> (BL Sec 1.3)</p>

6-6	<p>that the changes to Section 3.4 Non-Discriminatory Basis of Selection as noted be approved:</p> <p>3.3 Non-Discriminatory Basis of Selection</p> <p>3.3.1 The selection of scholarship recipients must be on an objective and non-discriminatory basis. This requires that the group from which the recipients are selected must be chosen on the basis of criteria reasonably related to the purpose of the scholarship.</p> <p>3.3.2 In establishing a purpose for a scholarship, the Scholarship Trustees may place reasonable restrictions on the course of study for which the grant is available, such as engineering or HVAC and refrigeration curriculum.</p> <p>3.3.3 The group of applicants must be sufficiently large to constitute a charitable class unless, taking into account the purpose of the scholarship, one or several persons are selected because they are exceptionally qualified to carry out such purpose or it is otherwise evident that the selection is particularly calculated to effectuate the charitable purpose of the scholarship rather than to benefit particular persons or class of persons.</p> <p>3.3.4 The scholarship award must not be used by ASHRAE or the Scholarship Trustees as a means to benefit ASHRAE members, to recruit employees for a particular member of ASHRAE, to induce employees to continue their employment with such member, or to otherwise follow a desired course of action.</p> <p>3.3.5 No preference shall be given by the Scholarship Trustees to any candidate whose relative is, or has been, a member of ASHRAE, the Board of Directors, or the Scholarship Trustees. (11-06-29-04)</p> <p>3.3.6 If a scholarship is awarded for a period of more than one academic year, subject to renewal, the standards for renewal must be based solely upon factors such as financial need and maintenance of scholastic standards. The recipient's or his/her relative's membership in ASHRAE shall not be considered.</p> <p>3.3.7 A scholarship award may not be terminated because the recipient or a relative of the recipient terminates his membership in ASHRAE.</p>
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ACTION ITEMS
 Society Rules Committee Meeting
 February 4, 2020

No. – Pg.	Responsibility	Summary	Status
1-2	Staff	Forward the definition of “reside” as listed in Merriam-Webster as well as additional SRC feedback to Nominating	
2-2	Staff	Provide specific ROB reference related to DAL technical experience and service	
3-3	Staff	Provide a copy of the New York state law that addresses the use of letter ballots by non-profit boards	
4-3	Staff	Distribute communication to council leadership requesting feedback on each council’s use of letter ballots and handling of negative votes.	
5-3	Mr. Klock/ Mr. Fick	Compile all letter ballot references in the ROB and provide proposed edits to consolidate and clarify letter ballot guidelines into one section	
6-3	Mr. Fulk	Draft additional edits to the PEC MOP and send to PEC for review and comment	
7-3	Staff	Add Scholarship MOP to SRC MOP Section 8 - MOPs Maintained by SRC	
8-3	Mr. Macauley/ Mr. Fick	Review the scholarship MOP for consistency and other editorial clean up edits.	
9-3	Staff	Forward the tables deleted from ROB section 2.105.002 to Members Council communicating that the information has been deleted from the ROB and the council may have a need for the information in its documents	
10-3	Mr. Fick	Provide proposed edits to Volume 2 of the ROB for review by the Committee	
11-3	Staff/ Mr. Markel	Schedule March SRC Conference Call	Complete.

MINUTES

Society Rules Committee Meeting
February 4, 2020
2:00 pm- 6:00 pm

MEMBERS PRESENT:

Ken Fulk, Chair
Doug Fick
Trent Hunt
Bill Klock
Dunstan Macauley
Bill Dean

GUESTS PRESENT:

David Underwood
Robin Bryant
Simona Tsveikova
Sarah Toy
Jesus Lopez
Suzanne LeViseur
Kelly Gunn
Billy Austin

STAFF PRESENT:

Joyce Abrams
Candace DeVaughn
Chandrias Jacobs

CALL TO ORDER

Chair Ken Fulk called the meeting to order at 2:00 p.m. on Tuesday, February 4. Members and guests in attendance as listed above. A quorum was present.

CODE OF ETHICS

Mr. Fulk read the ASHRAE Code of Ethics commitment. He encouraged all present to read and become familiar with the code.

REVIEW OF AGENDA

The agenda was amended to add the following items:

- 2019-20 ExO Presentation – added after review of Action Items
- ROB Volume 3 Suggested Changes – added to New Business
- IAQA References in ROB - added to New Business

APPROVAL OF MINUTES

Mr. Fulk moved, and Mr. Macauley seconded

(1) that the minutes from the SRC meeting of September 9, 2019 be approved as presented.

MOTION 1 PASSED (Unanimous Voice Vote, CNV).

ACTION ITEMS UPDATE

Action items 1-4 are complete. Action item 5 is ongoing. Action items 6 & 7 were on the agenda.

Ex-O PRESENTATION

The 2019-20 Ex-O Presentation was presented by Mr. Dean.

REVIEW REQUESTS FROM NOMINATING COMMITTEE

Definition of Reside – ROB Section 2.200.001.5

As a request, the Nominating Committee asked SRC to review the definition of reside as they felt the rule was not representative of the world we live in today.

There was much discussion among Committee members regarding the definition of principal residence. It was noted that there are several instances where someone's primary home is in one region and 80% of their time is spent in another region conducting business. The question then arose regarding whether or not an individual would be able to adequately volunteer in the region they spend the most time in.

It was mentioned that Chapters are assigned according to the address input in the system by the member. There was consensus that the definition of reside as presented was clear and the Nominating Committee should provide specifics regarding what change(s) should be made to the ROB, if deemed appropriate, concerning where Officers reside.

The Merriam-Webster definition of reside was reviewed and read by Mr. Klock: *to dwell permanently or continuously occupy a place as one's legal domicile.*

Mr. Underwood suggested that the rule relating to reside should be reviewed on a case by case basis. This is not a frequent problem and therefore should only be addressed on occasion.

ACTION ITEM - Staff will forward the definition of "reside" as listed in Merriam-Webster as well as additional SRC feedback to Nominating.

AI-1

DAL Requirements – Technical Experience and Service – ROB Section 4.2.8

SRC reviewed Nominating's request relating to the technical experience and service requirements for Directors-at-Large. The Committee felt this request may be outside of the purview of SRC.

ACTION ITEM - Staff will provide the Committee with the specific ROB reference related to DAL technical experience and service, prior to the next scheduled Conference call.

AI-2

ROB REVIEW REQUESTED – VOTING & USE OF LETTER BALLOTS

SRC received a request to review the ROB guidelines for letter ballots and protocol for handling negative votes.

There was consensus that the current rules only apply to the Board of Directors.

The voting process regarding Standards and the ANSI process was discussed. ANSI requires that if there is a negative vote or abstention, the vote cannot move forward .

There was discussion of letter ballots and the handling of negative votes. Members shared past experiences on committees provided general feedback on a path forward.

Requiring that all Committees abide by the same rules as the BOD could be a simple solution. However, this could result in a reduction in the speed of business and essentially render letter ballots unusable.

It was discussed that unanswered negative votes could make a member feel unheard. Members who cast a negative vote should have the opportunity to voice concerns.

There was consensus that, as currently written, the ROB guidelines for letter ballot use and the handling of negative votes only apply to the BOD.

ACTION ITEM - Staff will provide a copy of the New York state law that addresses the use of letter ballots by non-profit boards.

AI-3

It was discussed that once changes to the ROB are drafted, the draft edits will be submitted to legal counsel for review. Specifically, the committee wants to ensure that the ROB is compliant with New York state laws.

Mr. Fulk noted that the request has many layers. Compliance with New York State law and how Standards operates should be considered in determining the best course of action for Committees. It may be helpful to have one voting process for Committees and one for the Board .

Mr. Fick requested the Committee gain input from the Councils regarding their opinions on the use of negative votes in letter ballots. As there are multiple references to voting procedures throughout the ROB.

ACTION ITEM - Staff will distribute communication to council leadership requesting feedback on each council's use of letter ballots and handling of negative votes.

AI-4

ACTION ITEM - Mr. Klock and Mr. Fick will compile all letter ballot references in the ROB and provide proposed edits to the ROB to consolidate and clarify letter ballot guidelines into one section.

AI-5

It was discussed how proposed changes would impact electronic voting.

MOP UPDATES

PEC MOP

The Committee reviewed the PEC MOP and felt additional editorial changes were needed.

ACTION ITEM- Mr. Fulk will draft additional edits to the PEC MOP and send to PEC for review and comment.

AI-6

Scholarship MOP

In an effort to align with the ROB, there was consensus that review of the Scholarship MOP falls under the purview of the committee.

ACTION ITEM - Staff will make the necessary editorial changes to the SRC MOP to include the Scholarship MOP in the list of MOPs reviewed by the Committee.

AI-7

It was determined that a more thorough review of the Scholarship MOP was required before the requested changes can be approved.

Mr. Macauley moved, and Mr. Klock seconded

- (2) that review of the suggested edits to the Scholarship MOP (ATTACHMENT A) be postponed until the next SRC meeting

MOTION 2 PASSED (4-0-0 CNV).

ACTION ITEM - Mr. Macauley and Mr. Fick will review the scholarship MOP for consistency and other editorial clean up edits.

AI-8

OLD BUSINESS

ROB Mentoring Edits

ROB Section 2.105.002

In review of the ROB, the Committee felt that Appendix D of 3.400 would be better placed in Section 2.105.002 of the ROB concerning Manuals of Procedures and Reference Manuals.

The 3.400 Manual and Procedures Section for Officers and Directors Index will also be updated to reflect this change if approved.

The Committee felt the information in the deleted sections did not need to be included in the ROB. If approved, portions of the deleted sections will be forwarded to Members Council with the recommendation that they be included in the Council's governing documents.

The Committee felt that this information would be more appropriate to fall under the purview of the Council.

Mr. Klock moved, and Mr. Macauley seconded

- (3) that the following tables in ROB Section 2.105.002 be deleted

~~2.105.003.7 A Process of Measurement at the Society and Regional Level shall be similar to the following:~~

—Measurement	Actual %	Tool	Responsible Party
5. Each Board of Directors/Board of Governors, council, or committee will include the mentoring program in their Manual of Procedures (MOP).		MOP	Committees/Council
6. The committee Management by Objectives (MBO) should include an objective for mentoring which will be reported to the council at each meeting.		MBO	Committees/Council
7. The mentoring program will be monitored to determine its effectiveness through the MBO process.		MBO	Council
8. The councils at each Annual Meeting will include in their report to the Board of Directors the status of that Council's mentoring program.		BOD Report	Council

~~2.105.003.8 Focus and measurement at the chapter level will be accomplished using the Presidential Award of Excellence (PAOE) program. Points will be awarded based on a chapter submitting an effective plan to accomplish mentoring of new members. Short term results will be measured by PAOE compliance. Long term measurement would be completed by member retention and the percentage in reduction for new members who have belonged to the Society for less than two (2) years. A Process of Measurement at the Chapter Level shall be similar to the following:~~

Measurement	Actual %	Tool	Responsible Party
1. Percent of chapters having a mentoring program in place as reported by PAOE		PAOE Report	Membership Promotion Committee
2. Retention decrease of new members		Membership	Membership

		Report	Promotion Committee
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MOTION 3 PASSED (4-0-0 CNV).

ACTION ITEM- Staff will forward the tables deleted from ROB section 2.105.002 to Members Council communicating that the information has been deleted from the ROB and the council may have a need for the information in its documents.

AI-9

Mr. Fick moved, and Mr. Klock seconded

- (4) that Appendix D of 3,400 Manual and Procedures be removed and inserted into ROB section 2.105 Manuals of Procedures and Reference Manuals as Section 2.105.003.3 as follows:

2.105.003 Mentoring Program. ASHRAE encourages implementation of a mentoring program for all standing bodies of the society as listed above. All MOPs should include a requirement for mentoring of new members as outlined herein.

2.105.003.1 During the final meeting of the Fiscal Year, the Board of Directors/Board of Governors, Council or Committee Chair shall appoint an incumbent to be the mentor for an incoming member. A mentor should be appointed for each new member. The mentor will be responsible for the following tasks:

2.105.003.2 Before the next meeting of the Board of Directors/Board of Governors, council or committee meeting, the mentor should contact the new member by telephone, letter, fax or email to introduce himself/herself and explain the new relationship and its purpose. The mentor should make every effort to update the new member on:

A.Board of Directors/Board of Governors, council, committee or chapter functions, focus and objectives.

B.Review the applicable Rules of the Board (ROB), Manual of Procedures (MOP) and Reference Manual with the new member.

C.Discuss the typical meeting format and overall member duties and responsibilities.

2.105.003.3 The mentor should plan to meet the new member before the respective meeting is scheduled to start and introduce him/her to the chair and early arriving members. The mentor should also introduce the new member with pertinent data such as:

A.Member's field of expertise and employer.

B.Chapter and city of the new member.

C.Former chapter, region and Society positions previously held by the new member.

2.105.003.4 The new member should be sent a copy of the applicable bodies Rules of the Board (ROB), Manual of Procedures (MOP), Reference Manual and a copy of the most recent meeting minutes to acquaint him/her with the function and focus of the group. The new member should be encouraged to develop a rapport with other members to effectively work with fellow members to maximize productivity.

2.105.003.5 The chair of the Board of Directors/Board of Governors, council, committee or chapter shall have the following responsibilities:

A.Assign a mentor to each incoming new member of the group prior to the first meeting.

B.Assure that the time allotted at the beginning of the first meeting is sufficient for proper introduction of the new member by the assigned mentor.

C.Assess at a later meeting the effectiveness of the mentor/new member relationship.

D.Provide any assistance to enhance the mentor/new member relationship.

2.105.003.6 The formal relationship and duties of the mentor terminates at the end of the new member's first year in the group.

MOTION 4 PASSED (4-0-0 CNV).**NEW BUSINESS****ROB Volume 3**

There was discussion of whether ROB 3.100.002.4 - Section A - Conferences in which ASHRAE is the Lead Organization Characteristics should be edited. It was decided that no changes should be made as the wording in the ROB accurately reflects how ASHRAE manages the budget.

The Committee reviewed and agreed that Section 3.100.003 - Conferences in which ASHRAE is the Lead Organization Objectives of the ROB be updated to reflect the current and future mission and vision of the Society.

It was moved and seconded

(5) that the changes to section 3.100.003 Conferences in which ASHRAE is the Lead Organization Objectives and Section 3.3 Non-Discriminatory Basis of Selection as noted be approved:

Section 3.100.003.3 - Conferences in which ASHRAE is the Lead Organization Objectives

Objectives - All actions of the conference must be non-partisan, and shall not reflect any private business interests or specific group interest and all conferences must have objectives consistent with those set forth in the Bylaws and the Mission and Vision Statement of the Society. "~~The Society is organized and operated for the exclusive purpose of advancing the arts and sciences of heating, refrigeration, air conditioning and ventilation, the allied arts and sciences and related human factors for the benefit of the general public, as defined in the Certificate of Consolidation. To fulfill its role, the Society shall recognize the effect of its technology on the environment and natural resources to protect the welfare of posterity.~~" (BL Sec 1.3)

MOTION 5 PASSED (4-0-0 CNV).

Section 3.3 - Non-Discriminatory Basis of Selection was discussed. There was consensus that the title was redundant as the section addresses multiple selection criteria, not just non-discriminatory selection practices.

(6) that the changes to Section 3.4 Non-Discriminatory Basis of Selection as noted be approved:

3.4 Non-Discriminatory Basis of Selection

- 3.3.1 The selection of scholarship recipients must be on an objective and non-discriminatory basis. This requires that the group from which the recipients are selected must be chosen on the basis of criteria reasonably related to the purpose of the scholarship.
- 3.3.2 In establishing a purpose for a scholarship, the Scholarship Trustees may place reasonable restrictions on the course of study for which the grant is available, such as engineering or HVAC and refrigeration curriculum.
- 3.3.3 The group of applicants must be sufficiently large to constitute a charitable class unless, taking into account the purpose of the scholarship, one or several persons are selected because they are exceptionally qualified to carry out such purpose or it is otherwise evident that the selection is particularly calculated to effectuate the charitable purpose of the scholarship rather than to benefit particular persons or class of persons.

employment with such member, or to otherwise follow a desired course of action.

- 3.3.5 No preference shall be given by the Scholarship Trustees to any candidate whose relative is, or has been, a member of ASHRAE, the Board of Directors, or the Scholarship Trustees. (11-06-29-04)
- 3.3.6 If a scholarship is awarded for a period of more than one academic year, subject to renewal, the standards for renewal must be based solely upon factors such as financial need and maintenance of scholastic standards. The recipient's or his/her relative's membership in ASHRAE shall not be considered.
- 3.3.7 A scholarship award may not be terminated because the recipient or a relative of the recipient terminates his membership in ASHRAE.

MOTION 6 PASSED (4-0-0 CNV).

IAQA Reference

References to IAQA were reviewed and have been previously removed from the ROB.

Volume 2 Changes

ACTION ITEM - Mr. Fick will provide proposed edits to Volume 2 of the ROB for review by the Committee at the spring conference call.

AI-10

2019-20 MBOs

MBOs 4, and 6 were reported as ongoing. All other MBOs were reported as complete. (ATTACHMENT B)

NEXT MEETING

The next in person meeting will be at the Austin Annual Conference on June 30, 2020. A Conference call will be scheduled by Staff for mid to late March.

ACTION ITEM - Staff will work with Mr. Markel to distribute a Doodle Poll and schedule a spring conference call.

AI-11

ADJOURNMENT

The meeting was adjourned at 3:50 pm.

Respectfully Submitted,



Kenneth M. Fulk

- ATTACHMENTS:
- A. Scholarship MOP
 - B. 2019-20 MBOs