



## **MINUTES**

### **MEMBERS COUNCIL CONFERENCE CALL FEBRUARY 22, 2018**

These minutes were approved by Members Council June 26, 2018.

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- 1 2 That consent motions a. through f. as shown below be approved.
- a. That the Sherbrooke University Student Branch, located in Sherbrooke, Canada and sponsored by the Montreal Chapter be approved. (Region II)
  - b. That the University of Regina Student Branch, located in Regina, Canada and sponsored by the Regina Chapter be approved. (Region XI)
  - c. That the Zeal College of Engineering and Research (ZCOER) Student Branch, located in Pune, India and sponsored by the Pune Chapter be approved. (Region-At-Large)
  - d. That the Akhil Bhartiya Maratha Shikshan Parishad (ABMSP) - Anantrao Pawar College of Engineering and Research (APCOER) Student Branch, located in Pune, India and sponsored by the Pune Chapter be approved. (Region-At-Large)
  - e. That the Dr. D.Y. Patil College of Engineering Student Branch, located in Pune, India and sponsored by the Pune Chapter be approved. (Region-At-Large)
  - f. That the Assiut University Student Branch-Assiut University, located in Assiut, Egypt and sponsored by the Cairo Chapter be approved. (Region-At-Large)
- 2 7 That Region XIV holds its annual CRCs with the mid to late September timeframe.
- 6 9 That the ARVC position should be a permanent RAL position.
- 7 9 That the Chapter Opportunity Fund become a standing program within ASHRAE Society.
- 8 10 That the Manual for Region Operations be revised to include a new section for the Chapter Opportunity Fund under Regional Organization to provide guidelines for the application process, use, and allocation of Chapter Opportunity funds as shown below:

**1.I. Chapter Opportunity Fund**

Chapter opportunity funds are currently monies distributed by Society to the Regions at the society president's discretion for use by chapters to promote ASHRAE and the Society's theme for the year. The purpose of the fund is to promote chapter investment in a meaningful and expedient way to energize their members and improve their communities by demonstrating the impact of ASHRAE.

1. Application Approval Guidelines: The DRC and/or their delegate(s) shall review applications and approve amounts based on the intent of the fund. Funds are not required to be fully or evenly distributed by the region its chapters. Applications and amounts shall be awarded based upon their merit and impact, as determined by the reviewers. Any rejected applications or applications where the requested amount is reduced shall be justified in writing to the applicant. The decision of the DRC shall be considered final and not subject to appeal. Examples that may cause a submittal to be rejected are listed, but not limited, to those described below:

- Funds shall not be used for activities inconsistent with the stated intent of the fund, as published by the Society President.

- Funds shall not be used to directly benefit the chapter or region financially or be used as seed money for fundraising events or activities.
  - Funds shall not be used as scholarship awards, research promotion donations, or as an investment in any fund within or outside of the chapter.
  - Funds shall not be donated to other organizations or other organization's special events.
  - Funds shall be utilized at a chapter level only. No funds shall be used to support regional activities or training.
  - Funds shall not be used to promote or participate any actions that are not consistent with ASHRAE's mission and vision or in violation of ASHRAE's code of conduct.
2. Care shall be taken to allocate funds equitably between all participating chapters within the Region. Fund approvals shall be tracked by the Region to ensure long-term, fair allocation of funds across all chapters.

All approved applications and awarded amounts shall be communicated to all chapters in the region, the DRCs of all other ASHRAE Regions, ASHRAE Staff, and the society president. Society may request written descriptions of the final application of the funds or other information for promotional purposes.

<b>AI#</b>	<b>PG#</b>	<b>DUTY</b>	<b>DUE DATE</b>	<b>STATUS</b>	<b>ACTION ITEMS – CONFERENCE CALL – 02/18</b>
1	3	Planning Subcommittee	6/18	Open	To look at outside resources and resources such as ASHRAE retired members and determine best format for soft skill training.
2	7	Staff	6/18	Open	To report the results of Motion 2 (02/22/2018) to the UK Midlands Chapter and publish on the website.
3	8	Staff	6/18	Open	To report the results of Motion 3 (02/22/2018) to the UK Midlands Chapter and publish on the website.
4	9	Staff	6/18	Open	To report the results of Motion 4 (02/22/2018) to the Atlanta Chapter and publish on the website.
5	9	Staff	6/18	Open	To report the results of Motion 5 (02/22/2018) to the Brasil Chapter and publish on the website.
6	9	Staff	6/18	Open	To report the results of Motion 6 (02/22/2018) to the Pakistan Chapter and publish on the website.
7	10	Staff	06/18	Open	To refer Motion 7 (Chapter Opportunity Fund) to the BOD for approval.
8	11	Staff	06/18	Open	To revise the Region Operations Manual as indicated in Motion 8 to include a new section on the Chapter Opportunity Fund.
9	11	Manual Subcommittee Furman/Glesne	06/18	Open	To add to the Region Operations Manual a section explain the working of the Chapter Opportunity Fund and make recommendation in Houston during the annual conference.
10	11	Manual Subcommittee Furman/Wayland	06/18	Open	To review commercialism policy in the Manual for Chapter Operations and make recommendations in Houston during the annual conference.
11	12	Ad Hoc: Zentz, Lavoie, Glesne and Dimitris	06/18	Open	To continue work on MBO #2-2017-18 and make final recommendations in Houston during annual conference.
12	12	Ad Hoc: Wayland, Zentz and Binder	06/18	Open	To review current US and International financial presentations and update as needed and make final recommendations in Houston during annual conference.

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13	12	Staff	06/18	Open	To report results of Motion 31 (11/5/2017) to the Montreal Chapter and publish on the website.
14	12	Staff	06/18	Open	To report results of Motion 32 (11/5/2017) to the Southwest Florida Chapter and publish on the website.
15	13	Staff	06/18	Open	To report results of PAOE request to PubEd that their request will be included in the 2018-19 PAOE.



**MEMBERS COUNCIL MINUTES  
FEBRUARY 22, 2018  
CONFERENCE CALL**

MEMBERS PRESENT: Sheila Hayter, Chair  
Darryl Boyce, Vice-Chair

Erich Binder, ExO  
Essam Khalil, ExO  
Dennis Knight, ExO  
Daniel Rogers, ExO  
Joseph L. Furman, Region I RMCR  
Isabelle Lavoie, Region II RMCR  
Dunstan L. Macauley, Region III RMCR  
Steven A. Marek, Region IV RMCR

John A. Rieke, Region VI RMCR  
Randy Schrecengost, Region VIII RMCR  
Tyler Glesne, Region IX RMCR  
Scott Wayland, Region X RMCR  
Russell J. Lavitt, Region XI RMCR  
Robin Bryant, Region XII RMCR  
Dimitris Charalambopoulos Region XIV RMCR  
Richie Mittal, Region-At-Large RMCR

NON VOTING MEMBERS PRESENT:  
Leslie Jonsson, CTTC Chair  
David Claridge, CEC Chair  
James Wolf, GGAC Chair  
Adam Davis, SAC Vice Chair\*\*  
Jake Kopocis, YEA Chair  
Oswaldo Bueno, S. America Consultant

VOTING MEMBERS ABSENT:  
Ng Yong Kong, ExO  
Douglas Zentz, Region V RMCR  
Chris Gray, Region VII RMCR  
Cheng Wee Leong, Region XIII RMCR

STAFF PRESENT:  
Joyce Abrams  
Vickie Grant  
Tammy Catchings  
Julia Mumford  
Candace Pettigrew  
Daniel Gurley  
Katie Thomson

NON VOTING MEMBERS ABSENT:  
Devin Abellon, MPC Chair  
Charlie Henck, H&A Chair  
Bill Simpson, SAC Chair\*\*

\*\*Adam Davis-SAC Vice Chair represented  
Bill Simpson-SAC Chair in his absence.

**1. CALL TO ORDER / ROLL CALL / INTRODUCTIONS**

The conference call meeting of Members Council was called to order by Sheila Hayter-Chair, at 9:00am. Those present on the call are included in the above list.

**2. CODE OF ETHICS COMMITMENT**

Ms. Hayter led the meeting by reading the following statement into the Members Council record:

“In this and all other ASHRAE meetings, we will act with honesty, fairness, courtesy, competence, integrity and respect for others, and we shall avoid all real or perceived conflicts of interests.” (See



full Code of Ethics: <https://www.ashrae.org/about-ashrae/ashrae-code-of-ethics.>)

### 3. REVIEW OF AGENDA

There were no items added to the agenda.

### 4. MOTION FOR STUDENT BRANCH CHARTERS

It was moved by Mr. Binder and seconded

- (1) That consent motions a. through f. as shown below be approved.
  - a. That the Sherbrooke University Student Branch, located in Sherbrook, Canada and sponsored by the Montreal Chapter be approved. (Region II)
  - b. That the University of Regina Student Branch, located in Regina, Canada and sponsored by the Regina Chapter be approved. (Region XI)
  - c. That the Zeal College of Engineering and Research (ZCOER) Student Branch, located in Pune, India and sponsored by the Pune Chapter be approved. (Region-At-Large)
  - d. That the Akhil Bhartiya Maratha Shikshan Parishad (ABMSP) - Anantrao Pawar College of Engineering and Research (APCOER) Student Branch, located in Pune, India and sponsored by the Pune Chapter be approved. (Region-At-Large)
  - e. That the Dr. D.Y. Patil College of Engineering Student Branch, located in Pune, India and sponsored by the Pune Chapter be approved. (Region-At-Large)
  - f. That the Assiut University Student Branch-Assiut University, located in Asyut, Egypt and sponsored by the Cairo Chapter be approved. (Region-At-Large)

**MOTION 1 PASSED.** (unanimous voice vote, chair not voting)

### 5. MEMBERS COUNCIL SUBCOMMITTEE REPORTS

#### A. Planning Subcommittee Report

The following information items were reported by Dustan Macauley, Planning Subcommittee Chair.

#### **Information Items:**

1. **MBO #1-2017-18:** Develop a methodology for evaluating ASHRAE region boundaries, including:
  - Survey Regional officers to get feedback to understand the challenges of alignment
  - Ask Regional leaders what the current challenges are and what works well
  - Consider whether any current Regions would operate better if realigned in some way
  - Ask the Council what the challenges are for Regional operations and how they can be improved



- Identify metrics that can be used to determine when a new Region should be formed
  - a. Consider business costs for regional operations, cultural and/or political alignments of members in the region, building construction trends, climate conditions, and other factors
  - b. Apply the methodology to at least one test case within the ASHRAE regional structure

Mr. Macauley reported that the Planning Subcommittee is working with Region XII to develop a methodology for forming new ASHRAE regions in accordance with the ASHRAE Bylaws and Rules of the Board.

Mr. Macauley noted some ideas include developing a budget, developing a CRC for new region, working with Region XIV on lessons learned, working with the Region-At-Large to determine what has been successful, working with Region XII to develop guidelines. A final recommendation will be made in Houston during the annual conference.

Ms. Hayter commented that guidance for the regions is a good idea. She noted that Region XII is being used as a ‘test case’ because the South American chapters are in discussion of being their own region. Ms. Bryant stated they are planning strategic goals and are analyzing what’s going on in the regions and how to keep regions stable. In the process, they plan to determine the pitfalls, strengths, and weaknesses and how to counter act them.

**2. MBO #1-2016-17:** Optimize the Meeting Schedule for Members Council at Society Meetings and between Society Meetings.

- Comments: Continue the MBO discussion past the 2016-17 meetings to further pursue training methods and meeting schedule discussions.)

Mr. Macauley reported that the Planning Subcommittee recommends that the current meeting schedules for Members Council and committees reporting to the council are efficient and therefore should maintain the existing schedule and structure.

Mr. Macauley also reported that the Planning Subcommittee recommends that the training can be migrated to an online format to maximize incoming members’ participation in the Members Council subcommittee and the committees reporting to the council scheduled meeting. An ad hoc committee (Lavitt, Gray, Schrecengost), will research and recommend a preferred delivery option for training, including soft skill training presentations. A final recommendation will be made in Houston during the annual conference.

Mr. Macauley noted that online training is not only for the council but it benefits incoming RVCs. The current face-to-face training interferes with the grassroots meetings during the annual conferences.

AI 1 Ms. Hayter commented that the Distinguished Lecturers under CTTC have resources for soft skill training. The Planning Subcommittee will look at other outside resources, and resources such as ASHRAE retired members to determine the best format.



- 3. **MBO #2-2016-17:** Look at existing Regions and evaluate if more efficient divisions are possible or desired. (MBO #2-2016-17 is similar to MBO #1-2017-18; the Planning Subcommittee will combine both MBOs into one final report.)
- 4. See MBO comments and preliminary MBO report from Planning Subcommittee in **Attachment A.**
- 5. Mr. Macauley reported the following CRC motions have been referred to the Nominating Presidential Ad Hoc Committee for comments. Final recommendations will be made in Houston during the annual conference.

Region VI (Illinois Chapter) – CRC Motion 1.2:

- 5.a. That the Rules of the Board Section 2.104.008 regarding the nature of any ASHRAE meetings held under the guise of “Executive Session” be modified as follows:

2.104.008.02 Master List of Potential Nominees  
Committees engaged in the process of determining candidates for ASHRAE offices, shall have access to information containing separate records of potential nominees from previous unsuccessful nominated positions that are carried over from the previous three years. Candidates shall be referred to only by name for the nominated position.

Region VI (Illinois Chapter) CRC Motion 2:

- 5.b. That the Rules of the Board, Volume 2, Paragraph 2.415, Nominating Committee, be amended as follows:

2.415 NOMINATING COMMITTEE  
 2.415.002 MEMBERSHIP  
 2.415.002.1 Composition (16-06-29-32/86-06-22-16/91-06-23-01/94-01-23-01/99-06-20-11/01-01-28-01/10-01-24-02/13-01-27-01)

- A. This committee shall consist of at least ~~twenty-two (22)~~ twenty-one (21) voting members, including a chair and vice chair. (SBL 7.6)

[NOTE: Number determined as follows: 13 Numbered Regions, Region-At-Large, Region XIV, 4 BOD elected members and Committee Chair and Vice Chair.]

- B. There shall be one voting member one non-voting alternate from each region of the Society, selected by the Chapters Regional Committee of each respective region, and ~~8~~ 4 voting members and ~~8~~ 4 non-voting alternates selected by the Board of Directors. (2.434.002SBL 7.6).

Region III (Hampton Roads Chapter) CRC Motion 12:

- 5.c. That Section 7.6 of the Society Bylaws be revised as shown below:

Section 7.6 Nominating Committee. This standing committee of the Society shall select candidates for elected officers and members of the Board of Directors. It shall consist of at least twenty-two members, each of whom shall hold the grade of Member or higher in the Society. Each shall have been a full Member in good standing in the Society for a period of at least five years at the time of selection. Committee membership shall be comprised of the chair, the vice chair, one member and one alternate from each region of the Society



selected by the Chapters Regional Committee of each respective region, and at least eight members and eight alternates selected by the Board of Directors.

~~The immediate Past President or the most recent Past President willing to serve shall serve as Vice Chair of the committee and then advance to Chair when replaced as Vice Chair.~~

The Vice Chair of the committee shall be nominated by the members of the Nominating Committee and elected by the Board of Directors. The nominee will have served at least three years on the committee and have demonstrated their performance and a determination to provide leadership for the nominations of the best leadership for consideration by the Society Membership. He will then advance to Chair of the committee when replaced as Vice Chair.

The Nominating Committee shall serve during the Society year for which it is elected. Members and alternates shall be selected as follows: Regional electees by the Chapters Regional Committees at their regularly-called meetings; Board of Directors selectees by the Board at a regular meeting.

There shall not be more than three members and three alternates from any one region, except for the Chair and Vice Chair. No member of the Board of Directors shall be eligible to serve on the Nominating Committee.

Region XII (Gold Coast Chapter) CRC Motion 25:

5.d. That Members Council revise Section 7.6 of the Society Bylaws as noted below:

Section 7.6 Nominating Committee. This standing committee of the Society shall select candidates for elected officers and members of the Board of Directors. It shall consist of at least twenty-two members, each of whom shall hold the grade of Member or higher in the Society. Each shall have been a full Member in good standing in the Society for a period of at least five years at the time of selection. Committee membership shall be comprised of the chair, the vice chair, one member and one alternate from each region of the Society selected by the Chapters Regional Committee of each respective region, and at least eight members and eight alternates selected by the Board of Directors.

~~The immediate Past President or the most recent Past President willing to serve shall serve as Vice Chair of the committee and then advance to Chair when replaced as Vice Chair.~~

The Vice Chair of the committee shall be nominated by the members of the Nominating Committee in the Fall Meeting and elected by the Board of Directors at the Winter Conference. The nominee shall have served at least three years on the committee and have demonstrated their performance and a determination to provide leadership for the nominations of the best leaders for consideration by the Society Membership. The Vice Chair shall become Chair upon completion of their term as Vice Chair.

The Nominating Committee shall serve during the Society year for which it is elected. Members and alternates shall be selected as follows: Regional electees by the Chapters Regional Committees at their regularly-called meetings; Board of Directors selectees by the Board at a regular meeting.

There shall not be more than three members and three alternates from any one region,



except for the Chair and Vice Chair. No member of the Board of Directors shall be eligible to serve on the Nominating Committee.

Region XII (Southwest Florida Chapter) – CRC Motion 28:

5.e. That a referral be made to the Nominating Committee to add two members, and revise the nominating process for “Directors-at-Large” to include an equal and alternate path as nominated from Technology Council, in a similar executive caucus session, beginning June 2018.

6. The following motions were referred to the Presidential Ethics Enforcement Procedures Task Group for comments (see preliminary report attached, **Attachment B**). The Planning Subcommittee has postponed these motions until the 2018 Annual Conference:

Region VI (Illinois Chapter) – CRC Motion 1.4:

6.a. That the Rules of the Board Section 2.104.008 regarding the nature of any ASHRAE meetings held under the guise of “Executive Session” be modified as follows:

2.104.008.04 Restriction on Attendees

Discussions regarding any potential ethical or other issues shall be limited at the start to a committee Chairman, President or President-Elect and the complainant. There shall be no group discussions at any Society committee and management levels of any allegations against a member of the Society both formally and informally without the member being discussed in attendance and given advanced knowledge of the alleged charge and incident for discussion. The member being charged shall always have the right to face their accuser(s)/complainant, and a documented list of allegations.

In the case of Executive Session meetings that are of a personal or disciplinary nature, only those members elected to the Committee shall be in attendance. Chair invited attendees shall be limited to those materially affected by the discussion or legal counsel. The subject (person) of the discussion shall be in attendance, and shall be made aware of the session subject of discussion at least 24 hours in advance of meeting, or at a time to minimize their inconvenience. When legal counsel is engaged for the committee calling the Executive Session, ASHRAE shall engage acceptable legal counsel for the subject under discussion and pay all fees and travel expenses.

Region VI (Illinois Chapter) – CRC Motion 4 (see **Attachment C1** for full motion):

6.b. That the Rules of the Board Paragraph 3.980; “Enforcement Procedures” be amended as follows:

3.980 Enforcement Procedures for Violation of the ASHRAE Code of Ethics and Other Disciplinary Matters (07-01-31-17).

Region XII (Central Florida) – CRC Motion 37 (see **Attachment C2** for full motion):

6.c. That the following changes as shown below” be made to ROB 1.140.001 “Code of Ethics”, and 3.980 “Enforcement Procedures for Violation of the ASHRAE Code of Ethics,” as shown below, beginning January 1, 2018.

1.140.001 Code of Ethics (74-06-23-28/86-06-22-23/07-01-31-16/13-01-30-61)

1.140.001.1 As members of ASHRAE or participants in ASHRAE committees, when participating in ASHRAE volunteer work of the Society or related or sponsored activities,

we pledge to act with honesty, fairness, courtesy, competence, integrity and respect for others in our conduct.

7. The following motions were referred for comments:

Region IX (Rocky Mountain Chapter) – CRC Motion 24:

7.a. That Society offer the most recent version of an ASHRAE Standard, Standard User Manual or ASHRAE Design Guide as an option to receive in lieu of current ASHRAE Handbooks as part of their yearly membership benefit to be specified as currently done during membership renewal process. (Referred to the Standards and Handbook Committees for comment.)

Region XII (Brasil Chapter) – CRC Motion 34:

7.b. That every Chapter receive a 10% royalty of ASHRAE Bookstore sales due to the Chapter's promotional efforts. (Referred to Publishing and Education Council for comment.)

Region-At-Large (Pune Chapter) – CRC Motion 42:

7.c. That Society credit to ASHRAE Certified Professionals (like BEMP, BEAP) a certain number of years of experience (similar to PE) when considering them for advancement to membership grade. (Referred to Certification and Membership Promotion Committees for comment.)

Ms. Hayter stated that items 7.b. and 7.c. were directed to the Society Executive Committee. Mr. Bueno commented that the royalties would have two accounts: one account would stay in the US and the other account would be maintained in Brasil however, Publishing and Education Council would have to determine the feasibility.

**B. Region Operations Subcommittee Report**

The following was reported by Isabelle Lavoie, Region Operations Subcommittee Chair.

**Region XIV CRC Motions:**

It was moved by Ms. Lavoie

Region XIV (UK Midlands Chapter):

(2) That Region XIV holds its annual CRCs with the mid to late September timeframe.

Background: Holding the CRC at this time fits around academic institutions and the professionals that work there. It is also early enough for reporting to HQ.

Fiscal Impact: \$0.

**MOTION 2 PASSED.** (unanimous voice vote, chair not voting)

It was moved by Ms. Lavoie

AI 2 Staff to report the results of Motion 2 to the UK Midlands Chapter and publish on the website.



Region XIV (UK Midlands Chapter):

(3) That Society create a Regional Vice Chair position for Refrigeration.

Background: Society places great importance on recognizing Refrigeration as a discipline. Chapters are encouraged to appoint Refrigeration Chairs. The environmental impact of energy usage of refrigeration together with the refrigerants involved is currently considered an important topic. The Region can better engage in this debate and information sharing if the role is coordinated through a regional chair.

Fiscal Impact: \$14,000. (Staff comment: estimate taken from YEA Committee grassroots motion to Members Council and BOD 2017 fall meeting.)

**MOTION 3 FAILED. Refrigeration is covered at the grassroots level through the Chapter Technology Transfer Committee (CTTC).** (1-15-1-4, chair not voting)

Mr. Charalambopoulos commented that Region XIV will proceed in selecting a regional level refrigeration chair.

AI 3 Staff to report the results of Motion 3 to the UK Midlands Chapter and publish on the website.

**Postponed CRC Motions:**

It was moved by Ms. Lavoie

Region IV (Atlanta Chapter) – Postponed Motion 21 (11/4/2017):

(4) That Society move the Historical Committee from reporting to PubEd Council to reporting to Members Council making this committee a Grassroots Committee and to include the 14 RVCs as voting members of the committee.

Background: The Historical Committee does an incredible amount of work with only 9 members. To fill positions on the sub-committees, some members must be on more than one subcommittee. In addition, this committee creates and updates the Manuals for both the RVCs and the Chapter Historians, does research on Historical items and locations of Historic sites, digitizes historic papers, creates historical presentations, votes on awards nominations and is currently working on publications for the 125<sup>th</sup> Anniversary, as well as, other publications and research.

PAOE criteria supports this being a Grassroots Committee since it is a PAOE category for points and is include in the Chapter Operations Manual as well. All Regions should have representation, as do the other Grassroots Committees.

Fiscal Impact: A few hours of staff time to amend documentation and transportation to Winter and Annual meetings for 5 additional voting members to the current 9 members. The committee members are currently drawn from the RVCs or representatives for their Region.

Ms. Hayter (Chair), asked if there were any objections to defeat this motion; there were no objections.

**MOTION 4 FAILED. The Society Historical Committee was not in favor of this motion.**  
(unanimous consent to defeat, chair not voting)

AI 4 Staff to report the results of Motion 4 to the Atlanta Chapter and publish on the website.

It was moved by Ms. Lavoie

Region XII (Brasil Chapter):

(5) That Members Council fund 2 additional Chapter Committee Chair positions to have transportation reimbursement to CRC as selected by the Chapter BOG.

Background: CRC participation is a fundamental key to Chapter growth and alignment to Regional and Society participation. Brasil Chapter experienced in previous years that activities within the chapter and communication from chapter to Regional Officers were boosted when chapter attendance in CRC were greater. We believe that is the same among others ASHRAE Chapters. Also, we feel that travel to a CRC is a compelling personal incentive to fresh committee chairs.

Fiscal Impact: Considering the society total of 200 active chapters and around U\$ 600.00 average travel expenses, that will result a total of U\$ 240,000.00/year.

Ms. Hayter (Chair), asked if there were any objections to defeat this motion; there were no objections.

**MOTION 5 FAILED. The positions are not named in the motion; additional positions would not have a function at CRC. Additionally, CRCs will be addressed in MBO #2.** (unanimous consent to defeat, chair not voting)

AI 5 Staff to report the results of Motion 5 to the Brasil Chapter and publish on the website.

It was moved by Ms. Lavoie

Region-At-Large (Pakistan Chapter):

(6) That the ARVC position should be a permanent RAL position.

Background: The present tenure of the ARVCs as approved by the BOD ends on June 30, 2018. This position has been very helpful in promoting and coordinating chapter activities for RAL. Even after the creation of Region 14, RAL has 22 chapters and more are expected, so the rationale for this position remains, i.e. to create a leadership base for future regions arising out of RAL.

Fiscal Impact: Travel cost to CRC for 10 ARVC approx. \$ 5000.

**MOTION 6 PASSED.** (unanimous voice vote, chair not voting)

AI 6 Staff to report results of Motion 6 to the Pakistan Chapter and publish on the website.

Chapter Opportunity Fund:

It was moved by Ms. Lavoie

(7) That the Chapter Opportunity Fund become a standing program within ASHRAE Society.

Background: The purposes of the fund have originally been designed to (1) providing struggling chapters with the opportunity to support their chapter members in achieving and recruiting new



vibrant and active board members, (2) provide emerging chapters with the opportunity to become great chapters, (3) provide great chapters with the opportunity to further serve their members and to (4) raise awareness of ASHRAE within the local chapter's community.

The chapter opportunity fund has been well received and is an overall successful program with many good uses to promote our chapters that would have otherwise never been accomplished. ASHRAE's foundation is its members who are most exposed to ASHRAE through their local chapters. Using funds to promote our chapter will enhance their success and, symbiotically, the success of our society.

Fiscal Impact: \$150k To be determined yearly by society president as part of their initiatives.

**MOTION 7 PASSED.** (16-0-1-4, chair not voting)

Ms. Hayter commented that the DRCs are in charge of distributing the funds to their chapters. The DRCs are working together to ensure the funds are distributed fairly between the regions and between the chapters.

AI 7 Staff to refer Motion 7 to the ASHRAE Board of Directors for approval.

It was moved by Ms. Lavoie and seconded

(8) That the Manual for Region Operations be revised to include a new section for the Chapter Opportunity Fund under Regional Organization to provide guidelines for the application process, use, and allocation of Chapter Opportunity funds as shown below:

**1.I. Chapter Opportunity Fund**

Chapter opportunity funds are currently monies distributed by Society to the Regions at the society president's discretion for use by chapters to promote ASHRAE and the Society's theme for the year. The purpose of the fund is to promote chapter investment in a meaningful and expedient way to energize their members and improve their communities by demonstrating the impact of ASHRAE.

1. Application Approval Guidelines: The DRC and/or their delegate(s) shall review applications and approve amounts based on the intent of the fund. Funds are not required to be fully or evenly distributed by the region its chapters. Applications and amounts shall be awarded based upon their merit and impact, as determined by the reviewers. Any rejected applications or applications where the requested amount is reduced shall be justified in writing to the applicant. The decision of the DRC shall be considered final and not subject to appeal. Examples that may cause a submittal to be rejected are listed, but not limited, to those described below:

- Funds shall not be used for activities inconsistent with the stated intent of the fund, as published by the Society President.
- Funds shall not be used to directly benefit the chapter or region financially or be used as seed money for fundraising events or activities.
- Funds shall not be used as scholarship awards, research promotion donations, or as an investment in any fund within or outside of the chapter.
- Funds shall not be donated to other organizations or other organization's special





- events.
- Funds shall be utilized at a chapter level only. No funds shall be used to support regional activities or training.
- Funds shall not be used to promote or participate any actions that are not consistent with ASHRAE's mission and vision or in violation of ASHRAE's code of conduct.

2. Care shall be taken to allocate funds equitably between all participating chapters within the Region. Fund approvals shall be tracked by the Region to ensure long-term, fair allocation of funds across all chapters.

All approved applications and awarded amounts shall be communicated to all chapters in the region, the DRCs of all other ASHRAE Regions, ASHRAE Staff, and the society president. Society may request written descriptions of the final application of the funds or other information for promotional purposes.

Background: The chapter opportunity fund has been well received and an overall successful program with many good uses to promote our chapters that would have otherwise not been accomplished. The program has the added benefit of promoting discussion and regional collaboration on promotion ideas. However, many proposals from chapters and regions (both approved and not approved) did not appear to meet the intent of the program. This guideline will help regions and chapters fulfill the intent of the program and provide a foundation for its continuation and expansion.

Fiscal Impact: None.

**MOTION 8 PASSED.** (16-0-1-4, chair not voting)

AI 8 Staff to revise the Region Operations Manual as indicated in Motion 8 to include a new section on the Chapter Opportunity Fund.

AI 9 Manual Subcommittee (Furman/Glesne) to add to the Region Operations Manual a section explaining the working of the Chapter Opportunity Fund and make recommendation in Houston during the annual conference.

AI 10 Manual Subcommittee (Furman/Wayland) to review the commercialism policy in the Manual for Chapter Operations and make recommendation in Houston during the annual conference.

Ms. Lavoie provided the following as information items.

**Information Items:**

1. **MBO #2-2017-18:** Define the goals for holding CRCs (e.g., conducting regional business, information sharing, training, networking)

Background:

- CRCs initially were structured for a U.S./Canadian organization, but now ASHRAE is global and other changes have taken place, but maybe CRCs haven't evolved appropriately.
- Plan to ask DRCs and RVCs for feedback – what has worked well, what are the issues/challenges/ areas of struggle; can we ask DRCs and RMCRs to keep this MBO in



mind during the upcoming CRCs? (see survey questions, **Attachment D**)

- What should the objectives for CRCs be? Are we doing what we should be doing?
- How can we improve the CRCs? How do we make them more valuable?

Challenges:

- Location/travel, even within the U.S.
- What and how do Chapters pay for officer attendance at CRC?; some Regions use Regional Assessment to pay for transportation/travel
- Determining the metrics to use to evaluate the success of a CRC
  - a. Develop best practices for accomplishing these goals
  - b. Prepare recommendations that regions can use as guidance when planning and conducting their CRCs

**Updates:**

1. Received 70% of response on the survey from DRCs and RMCRs
2. Initial analyze: Most are in agreement with existing Purpose of CRCs as stated in MOP. Some additions would be:
3. Main challenges identified: Money, time and lack of training happening, Business meetings too long, lack of technical content
4. Opportunities of improvement: more place for YEA, Add training content that would make the sell easier for company to send their employees, Optimize business sessions by keeping only the essential reporting, Allow more time for workshops

AI 11 An Ad Hoc led by Doug Zentz, with Isabelle Lavoie, Tyler Glesne and Dimitris Charalambopolous will continue to work on recommendations. A final recommendation will be made in Houston during the annual conference.

## **2. Financial Presentations**

AI 12 Ad Hoc Committee (Wayland-Chair, Zentz and Binder) to review the current US and International financial presentations and update as needed. (Presentation with ASHRAE CPA, should be completed by spring CRCs.) A final recommendation will be made in Houston during the annual conference.

## **C. PAOE Subcommittee Report**

The following information items were reported by Russell Lavitt, PAOE Subcommittee Chair.

### **Information Items:**

#### **1. CRC Motions**

AI 13 Staff to report results to the Montreal Chapter and publish on the website, that Motion 31 (11/5/2017): “That 50 PAOE points are added for each chapter activity related to Women in ASHRAE (WIA), with a maximum of 100 points,” will be included in the 2018-19 PAOE.

AI 14 Staff to report results to the Southwest Florida Chapter and publish on the website, that Motion 32 (11/5/2017): “That Members Council review and update the Student Activities PAOE goals and objective structure, to offer points for chapter activities with student members, instead of student “branch” members, beginning July 1, 2018,” will be included in the 2018-19 PAOE.

## 2. Referred Motion from Publishing and Education Council

AI 15 Staff to report results to Publishing and Education Council that the council's motion, "The Certification Committee recommends assigning PAOE points for multiple certifications earned or renewed by the same chapter member," will be included in the 2018-19 PAOE.

## 3. PAOE Subcommittee Action Items

- Mr. Lavitt reported that all PAOE action items and timelines assigned within the PAOE Subcommittee are complete.

## 6. OLD BUSINESS

### A. Chapter MOU Policy

Ms. Hayter explained immediately following this conference call, Members Council will vote via letter ballot on an MOU policy for chapters as shown in **Attachment E**. The policy was written to include ASHRAE chapters globally and if approved, the document will be included in the Manual for Chapter Operations.

### B. General Data Protection Regulation (GDPR)

The results of the letter ballot to Members Council on GDPR are shown in **Attachment F**.

### C. Rescind Motion 37B (11/5/2017) – from Scholarship Trustees

Before a decision is reached to rescind the motion from the Scholarship Trustees, Mr. Binder will meet with Mr. Darin Nutter (Chair-Scholarship Trustees), to determine what should happen with the motion. A concerted effort will be made from different groups to determine how the micro-scholarships should be distributed and if it's developing economies only or for all regions.

## 7. NEW BUSINESS

### A. Region MOU Policy

It was suggested that an MOU policy be created for the regions. Ms. Abrams draft a policy using the chapter MOU as a template. It was determined that a regional MOU is not needed at this time.

### B. Orientation and Training of Incoming Members Council Members

Ms. Hayter assigned Mr. Boyce and Mr. Gulledge to lead the charge in training the incoming council members. It was determined that online training will be conducted before the annual conference for incoming RMCRs, RVCs and Members Council reporting committee chairs.

## 8. NEXT MEETING

Next Members Council Meeting – June 26, 2018 – Houston, Texas (8:15am – 12:00pm)



**9. ADJOURNMENT**

Ms. Hayter adjourned the conference call meeting at 11:00am.

**Attachments:**

- A – Planning Subcommittee MBO Comments and Preliminary Report
- B – Ethics Ad Hoc Committee Report to the Board
- C – Illinois Chapter and Central Florida Chapter CRC Motions on Ethics
- D – Region Operations Subcommittee Survey to DRCs and RMCRs
- E – Draft: Chapter MOU Policy
- F – GDPR Motion Results

DRAFT

**MBO COMMENTS**

1. That the answer to the question posed in MBO #2 is both Yes – and “It depends.” More efficient divisions are almost always possible. Whether they are desired or not is another matter altogether and requires planning, discussion, debate, and the following of due processes outlined in the Bylaws and ROB (i.e. It Depends).
2. That either this Ad-Hoc be extended for the 2017-2018 year or another Ad-Hoc be appointed to consider and prioritize the questions generated in the fall 2016 BOD meeting “Question Focus” workshop that are listed in Attachment “A” to this report. That report should list the top five to ten questions that are the most important to be considered if and when forming a new region is deemed necessary or beneficial.
3. That this Ad-Hoc or another Ad-Hoc study the Bylaws and the ROB and make recommendations to Members Council and the BOD as to whether changes to either or both of those documents may need to be proposed to a future BOD so that the formation of new regions in the may follow one of several paths (to be determined), all requiring ultimate approval of the BOD if it is deemed in the best interests of ASHRAE and its members. (Although changing the Bylaws seems unlikely.)
4. That the following be considered as immediate actions to improve the way existing regions and chapters operate and provide services to members:
  - a. Determine some benchmarks for Regional performance, number of members, number of chapters; balance between chapters in certain geographic and cultural boundaries as compared to regional leadership, etc. Note: Any consideration of metrics to be used for benchmarking and evaluating a Region’s performance should include consideration of both the objective data that can be measured as well as the subjective component of the analysis. To quote one of our subcommittee members, *“as engineers, we [tend to] focus on the measurable benchmarks and forget that human reactions to change is very hard to measure [or anticipate] but needs to be considered in any proposed Regional realignment.”*
  - b. Similar to the evaluation done by the visiting officer at the end of a Region’s CRC or similar to a society committee’s annual review by a Board ExO, create a self-evaluation form that the outgoing DRC would complete near the end of their term.
  - c. Have a Board ExO or member of the ExCom meet with both the outgoing DRC and the incoming DRC to go over the evaluation form and discuss successes and challenges facing the new regional leadership and develop a plan to continue or perpetuate the best practices with the new leaders and discuss plans to address any significant challenges such as lack of members to fill all leadership roles, CRC attendance, chapter leader training, etc.
  - d. Create a task force or subcommittee under the Regional Operations subcommittee to aggregate the results of the DRC and ExCom evaluations and transition interviews into recommendations for best practices for operating a successful region and develop as how to best disseminate the information to all Regional Leadership – either during training at CRCs and/or summer and winter meetings.

## PRELIMINARY REPORT TO MEMBERS COUNCIL

January 23, 2018

**MBO #1:** Develop a methodology for evaluating ASHRAE region boundaries:

- Consider business costs for regional operations, cultural and/or political alignments of members in the region, building construction trends, climate conditions, and other factors.
- Apply the methodology to at least one test case within the ASHRAE regional structure.

### **Committee Members**

Robin Bryant  
John Rieke  
Randy Schrecengost  
Cheng Wee Leong  
Richie Mittal  
Chris Gray  
Russell Lavitt  
Dan Rogers  
Ng Yong Kong  
Dennis Knight  
Dunstan Macauley

### **Overview**

The Rules of the Board (ROB) Section 3.920, Criteria for the Formation of a New ASHRAE Region, defines the procedure for forming a new region. The ROB identifies the process of establishing a new region from the grassroots, with the chapters proposing the new region demonstrate proficiency in regional operations and structure, as well as providing an adequate number of members qualified to served regional officers. In addition, the leadership of the proposed new region must demonstrate the financial resources to operate on a continual basis.

Region XII is currently developing a secession master plan with several chapters within its boundaries. The Planning Committee will assit Region XII in developing the secession master plan and identify a potential number of chapters where the proposed methodology can be applied.

To assist the development of the master plan, the Planning Committee has requested Region XIV provide a list of regional operations lessons learned for the newly formed region so that the knowledge can be provided to potentially new regions. Also, the Region at Large (RAL) will also provide lessons from the perspective of the existing region and any adjustments / modifications to the regional operations as a result of the formation of Region XIV.

## **ATTACHMENT A**

The lessons learned will be used to establish procedures for the formation of a new region. In addition, the following steps will also be critical to establishing a new region:

1. Develop a succession plan to assure the new region develops the leadership to thrive.
2. Appoint co-RVC's within the existing region for a minimum of one year to provide the new regional officers practical experience prior to the new region formation. As an alternate, the existing region can for sub-regions to begin to develop the regional leadership structure.
3. Develop a budget and financial plan to ensure the success of the new region.
4. Have the one of the chapters within the new region successfully host a Chapters' Regional Conference (CRC) prior to the formation of the new region. This will ensure that the knowledge to conduct a CRC is within the new region after its formation.
5. Provide mentorship for the new regional leaders after the formation of the new region. The Board of Directors shall provide one or more consultants to assist the new region.

### **Recommendations**

END OF REPORT

**REPORT TO THE BOARD OF DIRECTORS  
From Ethics Enforcement Procedures Task Group  
As of 2018.01.21**

**Recommendations for Board Approval:**

1. Concur with the concepts recommended by the Ethics Enforcement Procedures Task Group:
  - a. Balance enforcing ethics violations & rights of accused
  - b. Clear and understandable by average member
  - c. Impartial process
  - d. Presumption of innocence
  - e. BOD retains final approval but independent panel investigates and makes recommendation
  - f. Progressive disciplinary process based on offense & history
  - g. Records retained for five years by ASHRAE Human Resources Dept – available only to investigators and tribunal
  - h. No Changes to By-laws
2. Approve Ethics Enforcement Procedures Task Group to work with the Society Rules Committee to finalize changes to the Rules of the Board for BOD approval at the 2018 Annual Meeting.

**Fiscal Impact:**

None at this time. If approved as recommended at the Annual Meeting, travel expenses may be incurred based on details of ethics complaint. Presently the BOD has conducted the investigations and recommendations so it is anticipated that if approved the difference in expense could be negligible or a higher amount. The Ethics Enforcement Procedure Task Group will estimate a typical annual amount for the 2018 Annual Meeting of the BOD.

**Background:**

The Ethics Enforcement Procedures Task Group was charged to:

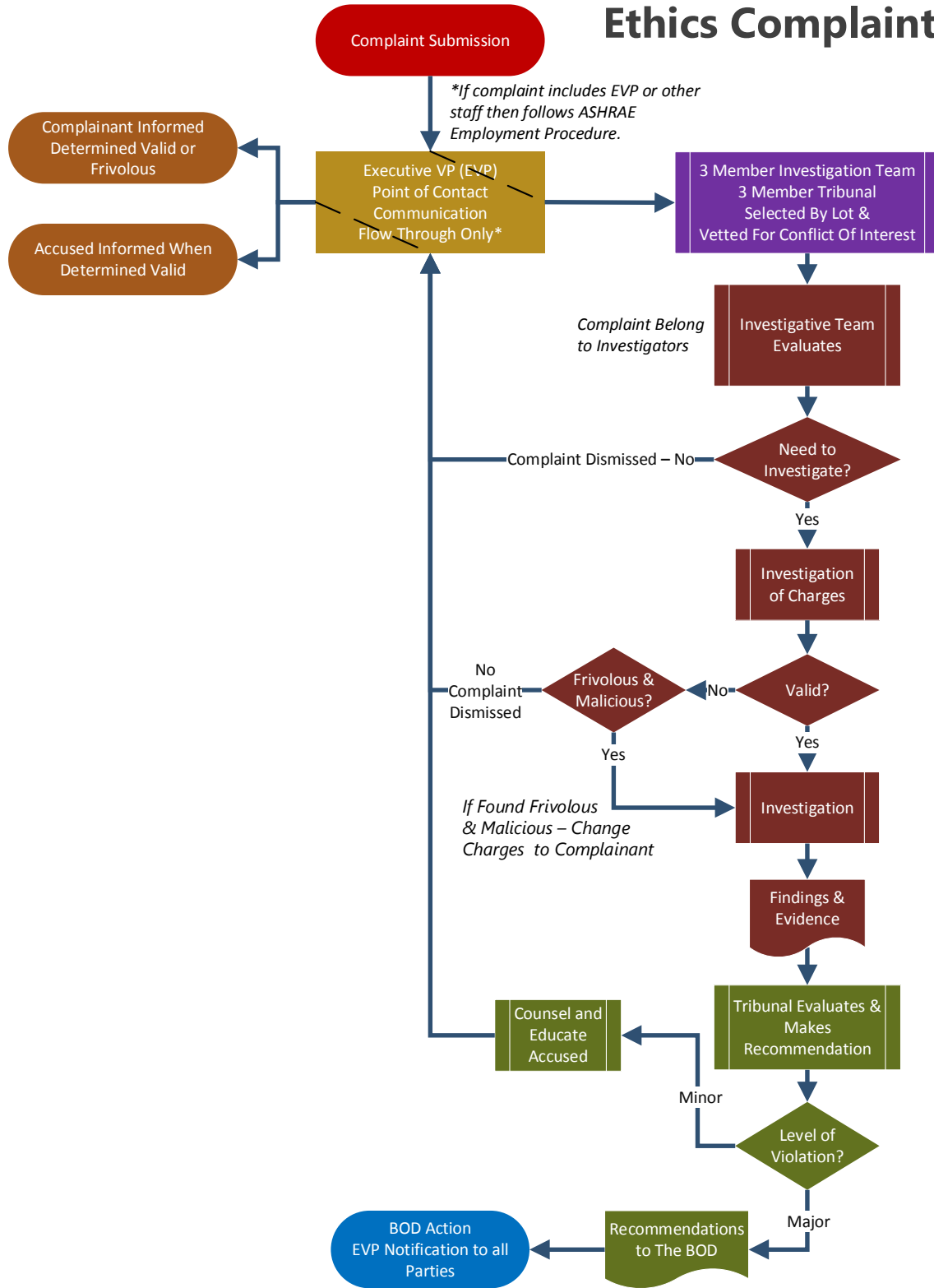
- Based on a recommendation from the Ethics Tribunal, President Olesen has appointed a Task Group to review and recommend changes to ROB 3.980 Enforcement Procedures for Violation of the ASHRAE Code of Ethics.
- In addition, the TG was asked to address procedures for Ethics allegations against Officers and or BOD Members. The TG may also consider making the review more independent from ASHRAE leadership.

2018.01.21  
Date

Thomas E. Watson  
Chair



# Ethics Complaint



**MOTION 8:**

**Region VI (Illinois Chapter) – CRC Motion 4 (see also Motion 37 Central Florida):**

That the Rules of the Board Paragraph 3.980; “Enforcement Procedures” be amended as follows:

3.980 Enforcement Procedures for Violation of the ASHRAE Code of Ethics and Other Disciplinary Matters (07-01-31-17)

3.980.001 Every member and body of the Society is responsible for upholding, supporting and enforcing the Code of Ethics. It is the preference of the Society to resolve ethical and other issues on an informal basis. ~~Where the informal process does not produce a satisfactory result, any member or body may initiate a formal written complaint requesting that the Board of Directors (BOD) investigate a breach of ethics by a member or body. The complaint should be forwarded in a confidential letter to the Board of Directors in care of the executive vice president and chief staff officer (EVP). The complaint shall clearly identify the complainant and be in the form of a notarized affidavit, signed by a member of ASHRAE in good standing. If the complaint involves a member of the BOD, that person shall be recused from all deliberations and actions concerning the complaint.~~

Discussions regarding any potential ethical or other issues shall be limited at the start to a committee Chairman, President or President-Elect and the complainant. There shall be no group discussions at any Society committee and management levels of any allegations against a member of the Society both formally and informally without the member being discussed in attendance and given advanced knowledge of the alleged charge and incident for discussion. The member being charged shall always have the right to face their accuser(s)/ complainant, and a documented list of allegations, as well as an explanation as to how they have violated the ASHRAE Code of Ethics.

Where the informal process does not produce a satisfactory result, any member or body may initiate a formal written complaint requesting that the Board of Directors (BOD) investigate a breach of ethics by a member or body. The complaint should be forwarded in a confidential letter to the Board of Directors in care of the executive vice-president and chief staff officer (EVP). The complaint shall clearly identify the complainant and be in the form of a notarized affidavit, signed by a member of ASHRAE in good standing. If the complaint involves a member of the BOD, that person shall be recused from all deliberations and actions concerning the complaint.

3.980.002 The complaint should include:

3.980.002.1 The name and address of the member or body whose conduct is the subject of the complaint.

3.980.002.2 A statement which sets forth with specificity the alleged conduct of the member or body whose conduct is the subject of the complaint.

3.980.002.3 The specific provisions of the Code of Ethics which the conduct is alleged to have violated.

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- 3.980.002.4 The names and addresses of persons believed to have knowledge pertaining to the subject of the complaint.
- 3.980.002.5 The identification and location of documentation or materials upon which the complaint is based.
- 3.980.002.6 A statement from the member submitting the complaint declaring that they will be present at any hearing at which the complaint is being considered if requested by the deliberating body.
- 3.980.003 No complaint shall be considered if based on conduct more than two years prior to the complaint or more than two years after the complainant would have reasonably been made aware of the activity forming the subject of the complaint.
- 3.980.004 The EVP shall acknowledge receipt of the complaint within ~~a reasonable time period~~ forty eight hours of e-mailed receipt. Copies of the complaint shall be distributed only to members of the ASHRAE Executive Committee (ExCom) and to ASHRAE legal counsel.
- 3.980.005 ExCom ~~shall may~~ review the complaint, or immediately delegate it to a Tribunal. If ExCom reviews the complaint, they shall and conduct a preliminary investigation. During this investigation, the names of the complainant and the subject of the complaint will be undisclosed to the extent possible. The investigation will communicate verbally and in writing with the complainant and all parties named in the complaint, as well as those suggested to be knowledgeable, and others that may be determined to have knowledge through the investigation process. Commentary of the interviewees shall be recorded in writing, with the name of the commenter kept confidential to the extent possible. ExCom ~~will decide to terminate the complaint or shall~~ present the complaint to the BOD for consideration if the statements of complaint are found to be supported with substantiation by those suggested to have knowledge of the incident warranting the complaint. If terminated, the complainant and the subject of the complaint will be notified in writing by the EVP, ~~with a complete.~~ The explanation of ExCom's action shall be fully documented and fully answer any questions or allegations that were the basis of the complaint. The complainant and subject of the complaint shall have the right to appeal the decision of the ExCom and question the response to the complaint in a hearing at the next Society meeting, with a body made up of two Director and Regional Chair members of the Board of Directors, two members of ExCom and an independent non-serving member of the Society who will act as the Hearing Chair. Selection of the DRC members shall be by verbal conference ballot four weeks prior to the meeting. Selection of the ExCom members shall be at the designation of the President or by agreement of the ExCom members. Selection of the Hearing Chair shall be four weeks prior to the meeting, by random selection of those slated to attend from the pool of Technical Committee Chairman expected to attend the meeting.
- 3.980.006 ExCom may terminate the complaint ~~investigation process at any time if there is any disclosure of the complaint or its contents by the complainant being referred to the BOD,~~ if the complainant fails to respond to a written request for further information within sixty days, or if the complainant has initiated legal proceedings based on the same or related circumstances underlying the complaint.

3.980.007 If the complaint is not terminated by ExCom, the presiding officer of the BOD ~~may shall appoint nominate~~ a three person tribunal to ~~conduct a be elected by the BOD in verbal conference, subject to additional nominees nominated by the BOD. The Tribunal shall review the statements collected during the preliminary investigation phase if any. The Tribunal shall conduct their own~~ thorough investigation ~~similar to the described ExCom investigation phase as required to understand the~~ of the complaint.

At the conclusion of the investigation, the tribunal will schedule a confidential hearing to allow ~~the complainant and~~ member or body charged to respond to the charges. The ~~claimant and~~ respondent will be given thirty days' notice of the hearing before the tribunal or the BOD. ~~The claimant and respondent shall be presented with a written record of the investigation(s) interviews without the names of those offering the evidence. The claimant and respondent may request participation of those offering interview commentary that they dispute.~~ The hearing may be ~~in writing,~~ electronic or face-to-face, at the option of the ~~complainant and~~ member or body charged. The hearing will be organized to minimize the cost and inconvenience to the complainant, respondent and members of the tribunal. The tribunal shall prepare a complete report to the BOD including a recommendation of BOD action. ~~If the tribunal recommends that the BOD adjudicate the complaint, all deliberations shall be in executive session.~~

3.980.008 The BOD may censure, warn, suspend or expel a member or members if they are found to have violated the Code of Ethics. Any action against members will be governed by the provisions for discipline in the Society Bylaws.

**Background:** The intent of this motion is to clarify inequities for both Complainant and Accused, stop unofficial meetings about true allegations, and eliminate actions based on rumor and innuendo, and make the process of addressing any allegation open and transparent giving the member alleged to have done something a right and venue to defend themselves and their honor.

The existing wording of the policy allows for a process of character assassination to take place, and take too broad of an action against a member. No one should have to suffer through this potential. These "characterizations" discussed and implied in this revision can and do take place more than the general membership is ever aware of. These actions are harmful to individual members and the membership at large, and belie the ignorance of ASHRAE Staff and Member leadership when it comes to dealing fairly with what can be highly consequential allegations.

These changes are immediately necessary as they address in particular, two Ethics Complaints that were filed with the Society. Of these two complaints, one was filed because of rumors of alleged actions attributed to a member and were disciplinary actions were carried out and acted upon by the President and the Executive Committee without regard and in direct violation of the Rules of the Board and the ASHRAE Bylaws. This complaint was then dismissed without investigation to conceal and protect a member of the BOD whom the complaint was partially lodged against.

The second complaint that was filed in this series required the ExCom to recuse themselves from its consideration, however in so doing they supposedly set up the process of creating the Tribunal with no allowance for passing along communications from any parties, including complainant, for amending the complaint. This Tribunal then did not communicate with parties

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named in the complaint process until the week prior to the next Society meeting, making one question if they were given enough time to consider the issues at hand and determine the facts of the matter.

In this particular instance, it is the contention of the complainant that the alleged matter was of a serious and damaging social nature both within ASHRAE and outside. In these cases, such rumors must be given very serious consideration, and the ROB need to reflect that and provide protections for all parties involved. In addition, all ASHRAE officers should, and must be compelled to follow ASHRAE rules and Bylaws to a higher standard as our elected representatives. When actions are taken that ignore such rules, and may even go so far as to provide concealed protection of favored parties, it creates a corruption of our processes as a Society and weakens our structure.

**Fiscal Impact:** The proposed motion should be fiscal neutral.

**Vote:** 6-1-4 (chair not voting)

**MOTION 9:**

**Region XII (Central Florida) – CRC Motion 37: (see also Motion 4 Illinois Chapter):**

That the following changes as shown below” be made to ROB 1.140.001 “Code of Ethics”, and 3.980 “Enforcement Procedures for Violation of the ASHRAE Code of Ethics,” as shown below, beginning January 1, 2018.

**1.140.001 Code of Ethics** (74-06-23-28/86-06-22-23/07-01-31-16/13-01-30-61)

1.140.001.1 As members of ASHRAE ~~or participants in ASHRAE committees, when participating in ASHRAE volunteer work of the Society or related or sponsored activities~~, we pledge to act with honesty, fairness, courtesy, competence, integrity and respect for others in our conduct.

- A. Efforts of the Society, its members, and its bodies shall be directed at all times ~~to~~ towards enhancing the public health, safety and welfare.
- B. Members and organized bodies of the Society shall be good stewards of the world’s resources including energy, indoor and outdoor air environmental air quality, natural, human and financial resources.
- C. Our products and services shall be offered only in areas where our competence and expertise can satisfy the public need.
- D. We shall act with care and competence in all activities, using and developing up to date knowledge and skills.
- E. We shall avoid real or perceived conflicts of interest whenever possible, and disclose them to affected parties when they do exist.
- F. The confidentiality of business affairs, proprietary information, intellectual property, procedures, and restricted Society discussions and materials shall be respected.
- G. Each member is expected and encouraged to be committed to the code of ethics of his or her own professional or trade association, in their nation, and area of work.
- H. Activities crossing national and cultural boundaries shall respect the ethical codes of the seat of the principal activity.

**3.980 Enforcement Procedures for Alleged Violations of the ASHRAE Code of Ethics**  
(07-01-31-17)

**3.980.001** Every member and body of the Society is responsible for upholding, supporting and enforcing the Code of Ethics. It is the preference of the Society to resolve alleged ethical issues on an informal basis. Where the alleged informal basis process does not produce a satisfactory result, any member or body may initiate a formal written complaint requesting that the Board of Directors (BOD) investigate a breach of ethics by a member or body. The complaint shall be forwarded in a confidential letter to the Board of Directors in care of the executive vice-president and chief staff officer (EVP). The complaint shall clearly identify the complainant and be in the form of a notarized affidavit, signed by a the member of ASHRAE in good standing, that is filing the formal complaint. Staff members, if involved or knowledgeable in this process, shall be instructed that ethics complaints are treated confidentially. If the complaint involves a member of the BOD, that person shall be recused from all deliberations and actions concerning the complaint.

**3.980.002** The formal complaint shall include:

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- 3.980.002.1 The name and address of the member or body whose conduct is the subject of the complaint.
- 3.980.002.2 A statement which sets forth with specificity the alleged conduct of the member or body whose conduct is the subject of the complaint. The statement should describe efforts made to resolve the ethical issue on an informal basis, or state reasons why informal efforts were not taken. Specifics that should be included as a minimum are the dates, time, event details (seminar, technical, business, social, etc.), context of circumstances surrounding event, any previous contact(s) made, any subsequent contact(s) made, history of contact or relationship between the accused and complainant, any political or religious issues involved, alcoholic beverages being consumed or served, etc. It shall be signed and dated, witnessed and/or notarized.
- 3.980.002.3 The specific provisions of the Code of Ethics which the conduct is alleged to have violated.
- 3.980.002.4 The names and addresses of persons believed to have direct, first-hand, and relevant knowledge, and witnesses, pertaining to the subject of the complaint. In addition, names of the persons that assisted the complainant write the formal complaint should be disclosed.
- 3.980.002.5 The identification and location of documentation or materials upon which the complaint is based.
- 3.980.002.6 A statement from the member submitting the complaint pledging full confidentiality until such time as the formal investigation is initiated and declaring that they will be present at any hearing at which the complaint is being considered if requested by the deliberating body. The statement shall disclose any and all persons that the complainant has told about the incident, and as a part of the formal action the complainant shall be directed to advise those persons to maintain the same pledge of confidentiality until such time the matter is adjudicated or dismissed.
- 3.980.003** No complaint shall be considered if based on conduct more than two years prior to the complaint or more than two years after the complainant would have reasonably been made aware of the activity forming the subject of the complaint.
- 3.980.004** The EVP shall acknowledge receipt of the complaint within a reasonable period two weeks of receipt. Copies of the complaint shall be distributed only to members of the ASHRAE Executive Committee (ExCom), the member or body that is the subject of the complaint, and to ASHRAE legal counsel. The member or body that is the subject of the complaint shall be given the legal definition of "due process" and shall be presumed, and treated as innocent until proven or adjudicated guilty by our process.
- 3.980.005** ExCom shall review the complaint and conduct a preliminary investigation. During this investigation, the names of the complainant, and accused, and the subject of the complaint will be undisclosed to the extent possible. All interviews with the accused member or body that is the subject of the alleged complaint shall be allowed to be accompanied by a witness or advocate of their choice.

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ExCom will decide to terminate the complaint or present the complaint to the BOD for consideration. If terminated, Within 30 days, of ExCom's decision, the complainant and the "accused." subject of the complaint, shall-will be confidentially notified in writing by the EVP, with a complete explanation of ExCom's action.

- 3.980.006** ExCom shall may terminate the complaint investigation process at any time if there is any disclosure of the complaint or its contents by the complainant, or witnesses, prior to the complaint being referred to the full BOD, if the complainant fails to respond to a written request for further information within sixty (60) days, or if the complainant has initiated legal proceedings based on the same or related circumstances underlying the complaint.
- 3.980.007** If the complaint is not terminated by ExCom, the presiding officer of the BOD may recommend to the BOD appoint a three person independent tribunal to conduct a thorough investigation of the complaint. The tribunal may upon reading the complaint with the evidence presented decide to terminate the claim immediately, or continue with the investigation. At the conclusion of the investigation, the tribunal will schedule a confidential hearing to allow the accused member(s) or body charged to respond to the charges. The respondent will be given thirty days' notice of the hearing before the tribunal or the BOD. The hearing may be in writing, electronic or face-to-face, at the option of the accused member(s) or body charged. The hearing will be organized to minimize the cost and inconvenience to the complainant, respondent and members of the tribunal. The tribunal shall prepare a complete report to the BOD including a recommendation of BOD action. If the tribunal recommends that the BOD adjudicate the complaint, all deliberations and transactions shall be kept confidential and in executive session. The presiding officer of the BOD shall keep all directly involved parties informed as to the status of the investigation at regular intervals not longer than every 90 days, as it proceeds towards its final conclusion, determination, or dismissal.
- 3.980.008** The BOD may censure, warn, suspend or expel a member or members if they are found to have violated the Code of Ethics. Any action against members will be governed by the provisions for discipline in the Society Bylaws.
- 3.980.009** Complaints that do not have all of the elements listed in 3.980.002 shall be discussed in executive session between ExCom and the member or body whose conduct is the subject of the complaint. Details of the complaint shall be disclosed and the member or body shall be given the opportunity to respond.
- 3.980.009.1** ExCom shall terminate the investigation process at any time if there is any disclosure of the complaint or its contents by the complainant, witnesses or ExCom.
- 3.980.009.2** Within 30 days, the complainant and the "accused", shall be confidentially notified in writing by the EVP, with a complete explanation of ExCom's conclusions.

**Background:** Recent events demand attention and a call for changes to be proposed to our current policy for clarity and fairness. The ASHRAE ethics policy is light and unclear when



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preserving the rights and remedies for the “accused.” The rights of ASHRAE members when accused of an ethics violation must be protected; these members must be given “due process; and presumed innocent until proven guilty, and their privacy protected by all reasonable means and methods available. These ethics complaints can be unsubstantiated verbal accusations and some may be valid substantiated oral or written complaints. Under the current ASHRAE policy, members accused of “ethics violations” can be treated poorly, through an open-ended process, and the complaints may never come to a resolution. These proposed changes will better protect the rights of all parties.

**Fiscal Impact:** None.

**Vote:** 10-0-2 (chair not voting)

## ATTACHMENT D

Hello DRCs and RMCRs,

Our subcommittee is working on an MBO to make recommendations to Members Council on how we can redefine the goals for holding CRCs.

We are now a global organization, our demographic is changing and the way we communicate is rapidly evolving. We need to adapt if we want to remain highly valuable.

We would appreciate you take a few minutes to respond to the following questions. Respond back to me by Wednesday Jan. 17 at [isabelle.m.lavoie@jci.com](mailto:isabelle.m.lavoie@jci.com)

1. What do you think should be the objectives for CRCs moving forward? (to guide you attached are current ones as per CRC Manual)
2. List of what has worked well for your region so far at your CRCs
3. List of issues/challenges/areas of struggle you have been facing in your region
4. Initiatives that your region has put in place in order to make CRCs work better
5. Moving forward how could we improve the CRCs? How do we make them more valuable?
6. How much time are you currently allowing for each workshop at your CRC?
7. Do you have a MP workshop at the CRC?
8. Do you have a RP workshop at the CRC?
9. Do you have a SA workshop at the CRC?

Thank you for your collaboration.

Isabelle



**TO:** ASHRAE Executive Committee  
**FROM:** Jeff Littleton  
**DATE:** Jan. 13, 2018  
**SUBJECT:** Proposed Chapter MOU Policy, REVISED 1/13/2018

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In June 2015, a proposed Chapter MOU policy was reviewed by ExCom and sent to Members Council for input. Members Council provided input, but the policy was lost in the handoff between Members Council back to ExCom.

The changes below have been made to address Members Council suggestions (attached). It is recommended that this be reviewed by ExCom and sent back to Members Council for final approval and incorporation into the MCO.

[Chapter Memorandum of Understanding \(MOU\) Policy](#)

**Deleted:** Policy for Chapter Agreements With Other Organizations

ASHRAE Chapters are strongly encouraged to work collaboratively with other not-for-profit organizations and institutions around the world. Joint Chapter meetings, technical conferences, seminars, etc. widen ASHRAE's influence and improve member networking opportunities. MOUs are not needed for traditional activities such as joint monthly meetings with the chapters of other organizations, but some circumstances call for an MOU. Examples include joint development of a local reoccurring conference, commitments between international Chapters and local HVAC organizations to work together, etc.

• **Requirements and Restrictions for All Chapter MOUs**

- Chapters shall not enter into an MOU agreement with a commercial organization.
- Chapters shall not enter into MOU agreements with organizations whose primary purpose is advocacy or lobbying. Similarly, the *focus* on a Chapter MOU agreement cannot be on advocacy or lobbying.
- Chapter MOU agreements cannot engage, commit or speak for Society-level activities in any way.
  - EXAMPLE: Chapter level MOUs cannot agree to share intellectual property rights for Society publications.
  - A Chapter MOU shall not impact Society fees and dues in any way.
  - All Chapter MOUs must include the following disclaimer: "This agreement does not engage, commit or otherwise speak for the Society-level global organization ASHRAE in any way. This agreement applies to the \_\_\_ Chapter(s) and its/their geographic scope only."

# ATTACHMENT E

- A Chapter MOU agreement can only be applicable to members and activities within the geographic scope of the Chapter(s).
  - Chapter MOU agreements cannot violate any provisions of the MCO, particularly with respect to:
    - Endorsement of expositions, trade shows or of technical conferences that are run in parallel with expositions.
    - Speaking on behalf of the Society.
    - The ASHRAE commercialism policy.
    - Lobbying.
  - All Chapter MOU agreements must have a specific termination clause that includes a specific termination date. Auto-renewals are not permitted. Three years is the recommended initial period for MOU prior to automatic termination or renewal. Chapters may not enter into MOU agreements that imply the Chapter's endorsement of one particular technology.
    - EXAMPLE: An MOU between an ASHRAE Chapter and an ICC or IAPMO Chapter might imply endorsement of one code over another.
  - Prior to execution, the MOU must be reviewed and approved by the:
    - Board of Governors.
    - Director and Regional Chair (DRC) of the region in which the Chapter resides.
  - Chapter MOU agreements must take into account other previously-established Society or Chapter MOUs where applicable. For example, recent (2017) Society MOU agreements with REHVA and CIBSE may impact Chapter MOU agreements in Europe.
  - Sections may not enter into MOUs with other organizations.
- Legal Standing
    - MOU agreements can create legally binding contracts between parties. Legal advice and careful attention to the wording is paramount. ASHRAE Society can help with legal reviews upon request to the staff Director of Member Services.
    - A standard disclaimer can reduce the enforceability of an MOU agreement while still providing a foundation of collaboration between the Chapter and another entity
    - Example disclaimer: "The MOU reflects a commitment by the [NAME] ASHRAE Chapter and [NAME] Chapter of [ORGANIZATION] to continue and enhance their working relationship and individual efforts toward achieving mutual objectives described above. It does not create a binding obligation or agreement between the parties and neither part has an obligation to negotiate toward or enter into a binding written agreement. In addition, the MOU does not create a partnership, joint venture, fiduciary relationship or similar relationship between ASHRAE and [ORGANIZATION NAME]. Either party may terminate this MOU, with or without stated cause, upon providing the other party with thirty (30) days written notice of intent to terminate. Furthermore, it is understood that this Memorandum of understanding is conceived as a dynamic document meant to change as circumstances and priorities warrant, and any protocol or specific projects and activities developed are intended as an integral part of this understanding."
  - **MOU Agreements for All ASHRAE Chapters**
    - ASHRAE Chapters may enter into MOU agreements with the Chapters of other national or regional organizations globally, including in the U.S.
    - If the geographic scope of the other organization's Chapter covers more than one ASHRAE Chapter, all ASHRAE Chapter's in that geographic scope must be engaged in the

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establishment of the MOU and must sign the MOU. The MOU cannot move forward if any one Chapter in the geographic scope opts out.

- EXAMPLE: A U.S. organization with State-wide chapters cannot enter into an MOU with an ASHRAE Chapter unless all Chapters in the state sign the MOU.

- **MOU Agreements for Chapters *Inside* the U.S. and Canada**

- No ASHRAE Chapters in the U.S. or Canada may enter into agreements with national government agencies in the U.S. or Canada because these relationships are managed at the Society level.
- No ASHRAE Chapter can enter into an agreement with a national or global organization headquartered in the U.S. or Canada because these relationships are managed at the Society level. (Agreements between Chapters of not-for-profit organizations in the U.S. are acceptable, as noted above.)

- **MOU Agreements for Chapters *Outside* of The U.S. and Canada**

- Chapters may enter into agreements with government agencies or national organizations in the country where they reside.
- All of the ASHRAE Chapters in a country must be engaged in the establishment of any MOU involving any ASHRAE Chapter with a government agency or national organization, and must sign the MOU. The MOU cannot move forward if any one Chapter in the country opts out.
- If the Country includes a member of the ASHRAE Associate Society Alliance (AASA), the ASHRAE Chapter(s) is encouraged to:
  - Include the AASA member in agreements in collaborative opportunities.
  - Conduct joint meetings with the AASA member organization.



**TO:** ASHRAE Executive Committee  
**FROM:** Jeff Littleton  
**DATE:** June 19, 2015  
**SUBJECT:** Chapter MOU Policy

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ASHRAE Chapters around the world are receiving an increasing number of requests for MOU agreements. In some cases, ASHRAE Chapters would like to initiate MOU agreements with other organizations and their chapters. The purpose of this proposed policy is to define where it is appropriate for an ASHRAE Chapter to enter into MOU agreement with another organization or its Chapters. The goal is to provide Chapters with the flexibility to collaborate with other organizations to the benefit of Chapter members, and to avoid conflicts with national/global agreements at the Society level. Ideally this policy would eventually be included in the MCO.

#### Policy for Chapter Agreements With Other Organizations

(Suggested change for title of document: Chapter Memorandum of Understanding (MOU) Policy)

ASHRAE Chapters are strongly encouraged to work collaboratively with other not-for-profit organizations and institutions around the world. Joint Chapter meetings, technical conferences, seminars, etc. widen ASHRAE's influence and improve member networking opportunities. MOUs are not needed for traditional activities such as joint meetings with the chapters of other organizations, but some circumstances call for an MOU.

- **Requirements and Restrictions for All Chapter MOUs (Chapters and Sections)**
  - Chapters shall not enter into an MOU agreement with a commercial organization.
  - Chapters shall not enter into MOU agreements with organizations whose primary purpose is advocacy or lobbying. Similarly, the *focus* on a Chapter MOU agreement cannot be on advocacy or lobbying.
  - Chapter MOU agreements cannot engage, commit or speak for Society-level activities in any way.
    - EXAMPLE: Chapter level MOUs cannot agree to share intellectual property rights for Society publications.
    - A Chapter MOU shall not impact Society fees and dues in any way.
    - All Chapter MOUs must include the following disclaimer: "This agreement does not engage, commit or otherwise speak for Society-level global organization ASHRAE in any way. This agreement applies to the \_\_\_ Chapter(s) and its/their geographic scope only."

## ATTACHMENT E

- A Chapter MOU agreement can only be applicable to members and activities within the **geographic scope** (1. Which geographic areas?; 2. Some chapters have very large geographic areas.) of the Chapter(s).

(Should define the max. period of time, e.g., not longer than 3 years, to avoid unreasonable long period of time.)

- Chapter MOU agreements cannot violate any provisions of the MCO, particularly with respect to: (We need to make sure that chapters do not endorse any large trade shows that would be part of MOU.)
  - Endorsement of expositions or of technical conferences that are run in parallel with expositions.
  - Speaking on behalf of the Society.
  - The ASHRAE commercialism policy.
  - Lobbying efforts.
- All Chapter MOU agreements must have a specific termination clause that includes a specific termination date. Auto-renewals are not permitted. (who should review MOU before signing?)
- Chapters may not enter into MOU agreements that imply the Chapter's endorsement of one particular technology.
  - EXAMPLE: An MOU between an ASHRAE Chapter and an ICC or IAPMO Chapter might imply endorsement of one code over another.
- Prior to **execution**, the MOU must be reviewed and approved by:
  - **Chapter's** Board of Governors.
  - **Chapter's DRC Director and Regional Chair of the region in which the chapter resides.**
- **MOU Agreements for All ASHRAE Chapters**
  - ASHRAE Chapters may enter into MOU agreements with the Chapters of other national or regional organizations globally, including in the U.S.
  - If the geographic scope of the other organization's Chapter covers more than one ASHRAE Chapter, all ASHRAE Chapter's in that geographic scope must be engaged in the establishment of the MOU and must sign the MOU. The MOU cannot move forward if any one Chapter in the geographic scope opts out.
    - EXAMPLE: A U.S. organization with State-wide chapters cannot enter into an MOU with an ASHRAE Chapter unless all Chapters in the state sign the MOU.
- **MOU Agreements for Chapters *Inside* the U.S. and Canada (Why is there a difference?)**
  - **No ASHRAE Chapters in the U.S. or Canada may enter into agreements with government agencies in the U.S. or Canada.**
  - No ASHRAE Chapter can enter into an agreement with a national organization in the U.S. or Canada. (Agreements between Chapters of not-for-profit organizations in the U.S. are acceptable, as noted above.)
- **MOU Agreements for Chapters *Outside* of The U.S. and Canada**
  - **Chapters may enter into agreements with government agencies or national organizations in the country where they reside.**

## ATTACHMENT E

- All of the ASHRAE Chapters in a country must be engaged in the establishment of any MOU involving any ASHRAE Chapter with a government agency or national organization, and must sign the MOU. The MOU cannot move forward if any one Chapter in the country opts out.
- If the Country includes a member of the ASHRAE Associate Society Alliance (AASA), the ASHRAE Chapter(s) is encouraged to:
  - Include the AASA member in agreements in collaborative opportunities.
  - Conduct joint meetings with the AASA member organization.

### Additional comments:

- The introduction states that some circumstances call for a MOU, but there are no examples or explanation of when the MOU is required. Recommend this be added to clarify the document.
- The document should provide some rationale as to why the requirements are being stated. For example, "no ASHRAE chapters in the US or Canada may enter into agreements with government agencies in the US or Canada...because ASHRAE Society oversees this interface" for example.
- - Is the general use of government agencies correct for the document? Is the intent to mean national government agencies? For example, my home chapter (Manitoba) represents all of my home province (Manitoba) and has interfaced with the Manitoba provincial government on matters of energy policy and provincial building codes. If a MOU were ever required, would it not be permitted? Could a chapter enter into a MOU with a city or town administration?
- Finally, how legally binding is a MOU? Is this just documentation of an agreement in principle, or does it hold more weight if there were a dispute?





B A L L O T

**General Data Protection Regulation (GDPR)**

**MOTION:** That ASHRAE Society aid in mandatory compliance with the European General Data Protection Regulation (GDPR) by creating a new GDPR position for each EU chapter and EU Region effective May 25, 2018. The Chapter President and Director and Regional Chair (DRC) will be the default owners of this role each Society year until they name a chapter or regional officer to serve as the GDPR officer of the Chapter and Region.

**BACKGROUND:** GDPR, or General Data Protection Regulation, goes into effect May 25, 2018. This is a move by the European Union to put regulations in place to protect individuals. There are several aspects that require businesses to ensure personal data is protected.

Some key GDPR Mandates:

- a. **Right to Portability** – individuals can request their data be delivered to them (handled at society level)
- b. **Right to be Forgotten** – “personal data is no longer necessary for purpose collected” (handled at society level)
- c. **Right to Access** – individuals can request from controller where and what purpose data is being used. (handled at society level)
- d. **Right to not be subject to profiling** – aka automated data processing (targeted content marketing).
- e. **Data protection** – Individual’s personal data should be kept safe using reasonable data protection practices (encryption, password protection, etc.) and only used for official ASHRAE purposes unless otherwise consented to by the individual.

ASHRAE Society will act as the “Data Controller” and have much of the responsibility for adhering to the mandates, however European Chapters/Region will have some responsibilities as a result of these mandates. These responsibilities will fall under “Data Processor” role of GDPR, since chapter and region officers have access to member data. [This site](#) helps define the difference between controller and processor. Basically it says keep the member data safe and not used for purposes other than what is intended to carry out official ASHRAE duties.

It is believed that adhering to these new policies would be most easily carried out if a new Chapter/Region position(s) were created explicitly for holding GDPR duties. The role can help keep the chapter/region in check and make sure that the mandate is being adhered to. It is recommended that by default the Chapter President holds responsibility for GDPR, unless they opt to fill the GDPR position with another chapter officer to act as the GDPR officer. Similarly, it is recommended the Region DRC holds GDPR responsibilities, unless the Region GDPR position is filled.

Currently, the GDPR only affects the European members. ASHRAE is on a very tight deadline to ensure we are in compliance with this new regulation. ASHRAE is being proactive and asking that the new chapter and region position are put into place across the board in case it ever comes up again. This motion is asking for chapter presidents and DRCs to be listed in the GDPR positions and have them reflected in the ASHRAE database (or on their CIQ) as the go to persons since they are essentially in charge of their chapter and region membership database. ASHRAE will provide guidance for the GDPR position via supplementary documents/FAQs.



- 17 Voted FOR the above motion.
- 0 Voted AGAINST the above motion.
- 2 ABSTAIN from voting on the above motion.
- 3 Did not RESPOND to the above motion.

**Member Comments:**

**See Attached.**

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**Staff Comments:**

No ballots were received after the February 20, 2018 deadline.

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Motion Passed. 17-0-2-3 (chair voting)

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Votes recorded: 02.21.2018  
Date

Signature

Vickie Grant  
Print Name

Please complete and return this **signed ballot no later than Tuesday, February 20, 2018** to:

Vickie Grant  
Email: [vgrant@ashrae.org](mailto:vgrant@ashrae.org)  
Fax: 678.539.2156

## **Ballot Comments**

### **General Data Protection Regulation (GDPR)**

**Dennis Knight, Director-at-Large – voted Yes:**

While this applies to European members, doesn't it apply when committees and regions and chapters hosting events where European members are present – the committee rosters, agendas, and records must also comply with GDPR regulations?

**Steve Marek, Region IV RMCR – voted Yes:**

I assume that this does not pertain to Chapter Officers and BOD members that have administration privileges to see the CIQ and members thru the Chapter section of the ASHRAE website.

**Cheng Wee Leong, Region XIII RMCR – Abstained:**

My personal opinion is to let the Board decide on this. Region XIV's opinion is important as well as this affects them.

**Dimitris Charalambopoulos, Region XIV RMCR – voted Yes:**

The GDPR will affect all businesses that have transactions and keep data in or about EU citizens and activities, whether they are located in EU or not. Regulations are strict and fines are heavy and ASHRAE must look also on insurance policies. The Hellenic Chapter and Region XIV have assigned their EC Chair, Nikos Giannitsanos, who is already working with a lawyer and Chapter and Regional Officers to look in detail on this matter. Consultation with insurance companies will occur in the near future.

Furthermore, it would be advised the person who will hold GDPR responsibilities to have a three year term as training and official paperwork on this position must not be taken lightly. This position is of great responsibility and must be stated clearly to the person that will hold it at any level.

ASHRAE should almost immediately have in place personnel and procedures to assist chapters in their obligations.