



American Society of Heating, Refrigerating and Air-Conditioning Engineers, Inc.

## **MINUTES**

### **BOARD OF DIRECTORS MEETING**

Fairmont Queen Elizabeth Hotel  
Montreal, PQ, Canada  
June 24, 2011

**Note:** These draft minutes have not been approved and are not the official, approved record until approved by the Board of Directors.

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## MINUTES

### BOARD OF DIRECTORS MEETING

Fairmont Queen Elizabeth Hotel  
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MEMBERS PRESENT: Lynn G. Bellenger, President  
Ronald E. Jarnagin, President-Elect  
Thomas E. Watson, Treasurer  
William P. Bahnfleth, Vice President  
Sheila J. Hayter, Vice President  
Ross D. Montgomery, Vice President  
T. David Underwood, Vice President

Spencer Morasch, Region I DRC	Michael J. Brandemuehl, DAL
Isabelle Lavoie, Region II DRC Alternate	Hugh F. Crowther, DAL
Kevin W. Fallin, Region III DRC	Timothy C. Dwyer, DAL
T. Randall Jones, Region IV DRC	Eckhard A. Groll, DAL
R. Lee Millies, Region V DRC	Charles E. Gullledge III, DAL
Tina M. Brueckner, Region VI DRC	Wayne R. Reedy, DAL
Patricia G. Kempf, Region VII DRC	Karen C. Thrasher, DAL
Kenneth M. Fulk, Region VIII DRC	Samir R. Traboulsi, DAL
Richard M. Rose, Region IX DRC	Thomas E. Werkema, DAL
Jack H. Zarour, Region X DRC	
Erich Binder, Region XI DRC	
William W. Malphus, Region XII DRC	
Wichai Laksanakorn, Region XIII DRC	
Ashok K. Virmani, RAL DRC Alternate	

STAFF PRESENT: Jeff Littleton, Executive Vice President  
Gloria Cofer, Executive Assistant to Board of Directors  
Claire Neme, Administrative Assistant

MEMBER ABSENT: Guy Perreault, Region II DRC  
Walid Chakroun, RAL DRC

GUESTS PRESENT: Costas Balaras	Kevin Marple	Cindy Simmons
Tim Wentz	Rick Hermans	Carolyn Kettering
John Harrod	Harvey Sachs	Claire Ramspeck
Richard Bowman	Bjarne Olesen	Doug Read
Michael Burgess	Mark Ames	Steve Comstock
Roberto Aguilo	Jodi Scott	
Pat Graef	Amanda Dean	
Steve Kennedy	Danielle Tynan, MSL Group	

### CALL TO ORDER / ATTENDANCE

President Lynn G. Bellenger called the Board of Directors meeting to order at 3:00 p.m. on Friday, June 24, 2011. Members and guests attended as listed above.

Ms. Bellenger announced that Region II DRC Guy Perreault had resigned a few days prior to this meeting and the Board would hold an election later in the current meeting to fill his position. Without objection, Board members agreed that Isabelle Lavoie, incoming Assistant Regional Chair for Region II, would fill Mr. Perreault's position with voice but without vote.

Also, Ms. Bellenger announced that RAL DRC Walid Chakroun was unable to attend the meeting due to teaching responsibilities and the Board had agreed to allow RAL DRC nominee Ashok Virmani to serve as alternate RAL DRC (with voice but not vote) for the Board meetings on June 24 and June 26.

### **EXECUTIVE SESSION**

The Board met in executive session from 3:10-5:00 p.m. During this time the Board elected Isabelle Lavoie to complete the term of Guy Perreault as Region II DRC beginning immediately and continuing through June 2012.

### **BUILDING ENERGY QUOTIENT – MOTION TO CREATE A COMMITTEE**

Ms. Bellenger explained that Mr. Underwood would make a motion to create a Building Energy Quotient Committee and immediately move to postpone the motion to the next Board meeting in accordance with rules related to major organizational changes such as this.

It was moved by Mr. Underwood and seconded

- (1) That the Board of Directors approve the formation of a standing committee named Building Energy Quotient Committee (bEQ) effective July 1, 2011. This committee reports through ExCom to the Board of Directors.

#### 2.XXX

##### Membership

The members of this committee shall be as follows:

Chair: A Vice President of the Society

Vice-Chair: A Vice President of the Society

Voting Members: One voting member from each council and 3 members at large

Non-Voting Members: Consultants as required

Members at large should be considered for their broad business and marketing experience as well as their representation of building owners and/ or government agencies. All committee members are appointed by the President.

#### 2.XXX.XXX Responsibilities

#### 2.XXX.XXX.X

This committee is responsible for the operation of the bEQ enterprise as determined by the Board and for coordinating the activities of all three councils regarding the ASHRAE Building Labeling program.

#### 2.XXX.XXX.X

This committee shall review its Rules of the Board. Each change recommended by this committee shall be approved by the Board.

2.XXX.XXX.X Activities: This committee is responsible for the business planning, training and marketing of the programs of this enterprise. This committee has the overall responsibility to determine technical developments that are required to support these activities. This committee has the responsibility for directing the development of marketing programs to determined target audiences.

2.XXX.XXX.X Manual of Procedures: This committee shall maintain a Manual of Procedures, which may include interpretation of Society policy as it pertains to this committee's activities.

2.XXX.XXX.X Fiscal Authority: This committee manages the operations of itself within the policies, procedures and budgets approved by the Board of Directors. Separate Board approval must be sought for any new program exceeding \$100,000 in annual expense.

2.XXX.XXX. Meetings: This committee shall meet at every regularly scheduled meeting of the Society and is authorized to meet two additional times per year. Meetings shall be called by the chair or 1/3 of the voting members of the committee. Meetings will be scheduled by the chair of the committee.

It was moved by Mr. Underwood and seconded

(1A) that the motion be postponed to the Sunday, June 26, 2011 Board meeting.

**MOTION 1A (TO POSTPONE) PASSED.** (Unanimous voice vote)

### **PROPOSED CHANGES TO STRATEGIC PLAN**

Mr. Fulk, chair of the Planning Committee, gave background about the committee's work during the year on updating the Strategic Plan, including a planning session with the Board in October 2010 and discussion of proposed changes at the Board meeting in January. The committee held a number of conference calls between January and June and unanimously approved by letter ballot the proposed changes that were sent to the Board prior to the current meeting.

Mr. Fulk reviewed proposed changes to each of the four Strategic Plan directions and related rationale and strategies. He also reported committee discussions and reasoning behind many of the proposed changes.

Board members offered suggestions and comments as follows:

Direction 1 – Mr. Binder asked if the direction should read “ASHRAE will be the leader...” rather than “a leader.”

In response to Mr. Gulledge's question about examples used in strategy 1.5 related to building operations, Mr. Fulk indicated the committee deliberated on many and selected those listed.

Direction 2 – Mr. Fulk noted no changes were being proposed to the direction. In strategy 2.7 he responded to a question about restricting it to “K-12 programs” noting the intent was to interest younger people in the HVAC industry.

Direction 3 – Mr. Gulledge suggested that rationale 5 read “Appropriate commissioning through the life cycle of a building assures promotes optimum performance.”

Mr. Fallin observed that ASHRAE would be challenged to provide data on rationale 4 (“ASHRAE’s knowledge base can directly lead to gains in worker productivity...”) since this is knowledge-based rather than member-based.

Direction 4 – Mr. Jarnagin indicated the revised wording of the direction seemed to indicate that ASHRAE was changing its stance from being a global leader to allocating resources. Other board members offered wording and it was agreed Messrs. Wentz, Bahnfleth, Watson and Fulk would develop proposed wording for the Board to consider when voting on the direction at the next meeting.

Mr. Gullede noted that references related to “integrated design” and “sustainability” were struck in this section and questioned whether these ideas were captured in other directions. Mr. Fulk confirmed that they were captured.

Commenting on strategy 4.3, Mr. Bowman indicated this seemed to be aimed more toward international members than members in North America. He suggested that consideration be given to levels of service to members vs. membership dues.

Ms. Thrasher asked why strategy 4.11 regarding providing staff support outside the U.S. was struck and suggested that it remain in the Strategic Plan. She also suggested that strategy 4.14 on strengthening the ASHRAE brand remain in the plan.

Mr. Virmani spoke in favor of retaining strategies 4.12 and 4.14.

Ms. Bellenger thanked all Board members for their input and indicated all Strategic Plan changes would be presented to the Board for vote on Sunday, June 26.

### **ANNOUNCEMENTS**

Ms. Bellenger announced the following:

- All Board members received copies of the book *Never Fly Solo* by Lt. Col. Rob “Waldo” Waldman and will have an opportunity for a book signing after Mr. Waldman’s Plenary Session presentation on Saturday.
- The next Board meeting will be held on Sunday, June 26, beginning with lunch at 12 noon. The meeting will begin promptly at 1 p.m.

### **ADJOURNMENT**

The meeting was adjourned at 5:47 p.m.



Jeff H. Littleton, Secretary

gfc/2011-07-08

Distribution: Board of Directors  
Staff Directors