



Shaping Tomorrow's  
Built Environment Today

## **MINUTES**

### **SOCIETY RULES COMMITTEE CONFERENCE CALL**

**Thursday, June 12, 2014  
10:00 am – 12:00 pm**

**Note: These draft minutes have not been approved and are not the official, approved record until approved by the Society Rules Committee.**

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Society Rules Committee Conference Call  
June 12, 2014

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**PRINCIPAL MOTIONS**  
Society Rules Committee Minutes  
June 12, 2014

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2 - 3            that the SRC MOP revisions be approved as presented.

**ACTION ITEMS**  
Society Rules Committee  
June 12, 2014

<b>No. - Pg.</b>	<b>Responsibility</b>	<b>Summary</b>	<b>Status</b>
1 - 1	Graef/Townsend	Update the organization chart on the ASHRAE web site to agree with the COF reporting structure.	Ongoing
2 - 1	Townsend	Once approved by the BOD, add the new Development Committee rule to the end of Volume 2 of the ROB using new and not existing, unused numbering.	Ongoing
3 - 2	Culp/Mescher	Prepare a report for BOD recommending use of State Department list of sovereign countries; ask them how they wish to deal with exceptions on the list.	_____
4 - 2	Bushby	Send the BOD the report on the use of State Department list of sovereign countries to the BOD and ask for their input.	_____
5 - 2	Bushby	Send Mr. Bahnfleth recommended changes SRC added to the Eliminate Coordinating Officer document (SRC-2014-ROB-019-03)	_____
6 - 2	Giesler	Identify a place in Volume 1 of the ROB to place the Record retention Policy (SRC-2014-ROB-020-03) and send it to the Executive Committee.	_____
7 - 2	Townsend	After BOD approves it, send the Audit committee the Record Retention Policy and ask that they review it.	_____
8 - 2	Gulledge	Send the added "term of service" wording in the Development Committee proposed ROB to ExCom and ask them to bring it to the BOD for a vote.	_____
9 - 2	Gulledge	Ask ExCom to clarify the wording (in SRC-2014-ROB-022-02-Development Committee) as to whether the Development Committee reports to ExCom or to the BOD.	_____
10 - 2	Brandemuehl	Clarify with bEQ Committee to which body it reports – ExCom or the BOD	_____
11 - 3	Bushby	Send SRC's revisions to Members Council on ADC and YEA ROB Changes that were reviewed by the BOD in New York.	_____
12 - 3	Brandemuehl	Determine how to correct the JEPC reporting structure indicating that it reports to the BOD.	_____
13 - 3	Townsend	Clarification of the Nominating Process for CRC (SRC-2014-ROB-027-02) should be approved as a log change.	_____
14 - 3	Bushby	Ask Cindy Simmons for the exact law that is referenced in the Establishing an Audit committee document (SRC-2014-ROB-028-02)	_____
15 - 3	Bushby	Send the Conflict of Interest Policy (SRC-2014-ROB-030-02) to Mike Vaughn, Staff Liaison for RAC with a copy to Art Giesler and suggest this be added to the RAC MOP.	_____
16 - 3	Bushby	Send Whistleblower Policy (SRC-2014-ROB-029-01) wording to Mrs. Simmons recommending that it be approved.	_____
17 - 3	Bushby	Send Mrs. Simmons the revised recommended wording that SRC added to the Audit Committee MOP (SRC-2014-MOP-003-02)	_____
18 - 3	Bushby	Send Mrs. Simmons the revised recommended wording that SRC added to the Travel Policy revisions (SRC-2014-ROB-031-02)	_____
19 - 4	Bushby	Send Mr. Mescher a reminder about the MBO regarding the style guide	_____

# MINUTES

## SOCIETY RULES COMMITTEE WEB CONFERENCE CALL

Thursday, June 12, 2014

10:00 am – 12:00 pm

MEMBERS PRESENT: Steven T. Bushby, Chair  
Kirk T. Mescher, Vice Chair  
Michael J. Brandemuehl  
Charles H. Culp III  
Arthur L. Giesler  
Charles E. Gullede III  
Patricia Graef, Consultant

MEMBERS ABSENT: Darryl K. Boyce, CO

STAFF PRESENT: Mary Dean Townsend  
Claire I. Neme

INCOMING MEMBERS: James R. Fields  
Mark W. Fly  
Hugh D. McMillan

### **CALL TO ORDER**

Chair Bushby called the meeting to order at 10:02 pm on Thursday, June 12, 2014. Members and staff attended as listed above. A quorum was present.

### **REVIEW OF AGENDA**

Chair Bushby announced that the agenda with additional items is posted on the SRC ftp site and asked SRC members to view it on the webinar.

### **APPROVAL OF MINUTES**

Mr. Bushby called for approval of the May 14, 2014 SRC meeting minutes. Mr. Giesler indicated there was a correction to the minutes that he would send to Claire Neme. Mr. Giesler made the motion and it was seconded

- (1) that the minutes of the May 14, 2014 Society Rules Committee web meeting be approved as amended.

### **MOTION 1 PASSED (5-0-0-CNV)**

### **REVIEW OF ACTION ITEMS**

- |        |                |  |      |
|--------|----------------|--|------|
| 1 - 1  | Graef/Townsend | Ongoing. Update the organizational chart on the ASHRAE web site to agree with the COF reporting structure.   | AI 1 |
| 15 - 4 | Townsend       | Ongoing Once approved by the BOD, add the new Development Committee rule to the end of Volume 2 of the ROB using new and not existing, unused numbering. | AI 2 |

**UNFINISHED BUSINESS**Oversight of Position Documents (SRC-2013-ROB-008-04) Updates

Mr. Brandemuehl: there is a potential conflict of ROB and Technology Council MOP on the following:

- revision of position documents
- BOD approval

The rules point out and authorize Technology Council to manage the process with details on how to do it. Rule 1.300.003.3 – indicates the BOD wishes to be engaged in the development of position documents. There is now a question about what this means and the BOD should clarify what its level of involvement should be. Does the BOD only wish to approve position documents at the time of publication?

It was the consensus that Mr. Bushby would submit the SRC recommendations as an action item to the BOD.

Use UN List of Developing Economies (SRC-2014-ROB-015-01)

Mr. Mescher suggested that ASHRAE may wish to use the State Department list of sovereign countries as a basis for developing economies. We will be within the laws of the USA if we do so. Mr. Culp suggested many UN members may not recognize other countries on the UN list and suggested the list may be broadened to include more countries. After further discussion, Mr. Bushby assigned Mr. Culp and Mr. Mescher to prepare a report to the BOD recommending use of the State Department list of sovereign countries and ask them how they wish to deal with exceptions on the list. Mr. Bushby will send the report to the BOD and ask for their input.

AI 3

AI 4

Eliminate Coordinating Officer (SRC-2014-ROB-019-03)

SRC proposed additional changes be added to the document submitted by Mr. Werkema (see SRC-2014-ROB-019-03). Mr. Bushby will send the edited document to Mr. Werkema recommending these changes be added.

AI 5

Record Retention Policy (SRC-2014-ROB-020-03)

Mr. Giesler will identify a place in Volume 1 of the ROB to place the Record Retention Policy and will send this recommendation to the Executive Committee. SRC will also recommend that the Audit Committee should review this policy once it is formed. Staff agreed to forward the policy to the Audit Committee with a request that they review it.

AI 6

AI 7

Development (Fundraising) Committee (SRC-2014-ROB-022-01)

Mr. Gulledge reported that a term of service was added to the proposed Development Committee ROB and it will be sent to ExCom who will bring it to the BOD for a vote. Once approved, staff will add it to the ROB as a new standing committee. Mr. Brandemuehl suggested and it was agreed that Mr. Gulledge modify the report sent to ExCom by asking for clarification as to whether this committee reports to ExCom or to the BOD because the current wording (“reports through ExCom to the BOD”) may be confusing.

AI 8

AI 9

It was pointed out that the same issue exists with bEQ Committee (reports through ExCom to the BOD). Mr. Brandemuehl took an action item to send a note to bEQ to clarify to which body it reports – the ExCom or the BOD.

AI 10

**NEW BUSINESS**Members Council Request for ADC and YEA Changes (SRC-2014-ROB-025-01)

Mr. Bushby reported that Members Council requested that SRC review revisions to the ADC and YEA ROB that were reviewed by the BOD in New York. After some discussion, it was agreed that Mr. Bushby will send the SRC revisions back to Members Council and recommend that they use this version. AI 11

JEPC Reporting Structure (SRC-2014-ROB-026-01)

Mrs. Townsend clarified this request. The JEPc reporting structure needs to indicate that it reports to ExCom. Mr. Brandemuehl will take an action item on how this should be corrected, possibly through the Council. The BOD may need to decide this process. AI 12

Clarification of Nominating Process for CRC (SRC-2014-ROB-027-02)

Mr. Giesler recommended this be approved as a log change. It was unanimous that this be done. AI 13

Establishing an Audit Committee (SRC-2014-ROB-028-02)

This document needs more work. SRC should ask Cindy Simmons for the exact law that is referenced. It was agreed that Mr. Bushby would change the wording and send it back to Cindy Simmons with a request for the exact law wording. AI 14

Conflict of Interest Policy (SRC-2014-ROB-030-02)

Mr. Bushby reported that changes in New York law made it necessary for ASHRAE to formally respond with BOD-approved policies. One area affected is a conflict of interest policy. ASHRAE attorneys developed this document and Mr. Bushby reformatted it to fit into the ROB. Wording on bidders on research projects was struck. Mr. Bushby suggested and it was agreed that SRC send this to RAC via staff liaison Mike Vaughn, copy Art Giesler and suggest they add this to the RAC MOP. AI 15

Whistleblower Policy ((SRC-2014-ROB-029-01)

Mr. Bushby indicated this policy was sent for SRC review and it was to be added to ROB 1.201.040. All agreed that the wording looked ok and that Mr. Bushby will send it back to Mrs. Simmons. AI 16

Audit Committee MOP (SRC-2014-MOP-003-02)

Mr. Bushby reported that Mrs. Simmons requested SRC review of proposed wording for the Audit Committee MOP. After some discussion, it was agreed to recommend that the wording "responsible for records retention policy" be added to the MOP. Mr. Bushby took an action item to send this back to Mrs. Simmons. AI 17

Travel Policy Revisions (SRC-2014-ROB-031-02)

Mr. Bushby indicated this request was received from ExCom. The wording changes privileges of the president-elect. Addition of the new section is proposed that will allow family members to be invited as well as spouses of ExCom members. Mr. Giesler asked if there was a limit as to how many family members can attend. After some discussion, it was agreed to add "may have up to 4 standard room hotel nights for use by guests other than spouse attending the Annual Meeting". Mr. Bushby will send this revised wording back to Mrs. Simmons. AI 18

SRC MOP Revisions (SRC-2014-MOP-002-01)

Changes in this document are self explanatory. The motion was made by Mr. Culp and seconded

That the SRC MOP revisions be approved as presented

**MOTION 2 PASSED – (UVV-CNV)**

MBOs Update

Mr. Bushby will circulate the word version of the MBOs form. Mr. Culp indicated that all MOPs were to be of similar format and we would need a style guide. Mr. Bushby agreed to send Mr. Mescher a reminder about this MBO. AI 19

**NEXT MEETING:**

July 1, 2014 from 4:00 pm to 5:30 pm in Fremont (3, Sheraton) in Seattle, WA.

**ADJOURNMENT**

The meeting was adjourned at 11:48 am.

Respectfully submitted,



Mary Dean Townsend, Secretary

cc: Board of Directors  
Staff Directors