

WHPA Charter and Code of Conduct Tutorial

An Overview for Leaders,
Committee and Working Group Chairs,

June 14, 2016 Webinar

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◀ Goals for Today

- ▶ Provide WHPA leaders, especially newer ones, with a perspective on the basis for WHPA “rules”, e.g. the Charter and the Code of Conduct.
- ▶ Educate committee and working group leaders on how to find operational guidelines in the Charter.
- ▶ Identify processes and issues that committee and working group leaders are dealing with where the Charter may need to be updated

◀ What is the WHPA* Charter?

1. Roadmap stating the strategic Vision, Mission, and Goals of the WHPA
2. A set of governance rules for the operation of the WHPA and the EC, COA, committees and working groups



*Western HVAC Performance Alliance



WESTERN HVAC
PERFORMANCE
ALLIANCE

◀ Background

- ▶ Charter and Code of Conduct written in 2009
 - The original Vision/Mission/Goals very heavily references the California Energy Efficiency Strategic Plan (CEESP)
 - The CEESP document is less relevant today as out of date, but the goals remain valid
 - Many Charter updates by the EC, but after 7 years less than 10% of the “rules” have been changed
 - Modifications primarily for operational reasons, such as email voting, and dealing with inactive voting members
 - Code of Conduct unchanged

◀ Today Versus 7 Years Ago

- ▶ WHPA credibility and impact extends beyond California
- ▶ Major factors in WHPA credibility:
 - Very broad base of input (not a single point of view)
 - Highly knowledgeable contributors at detailed level
 - Actionable Work Products

The Charter and Code of Conduct exist to guide and protect the value and reputation of the WHPA

◀ Table of Contents of the Charter

- ▶ Vision, Mission, and Goals
- ▶ Nomenclature
- ▶ General Governance Principles
- ▶ Table of Governance and Policy for Executive Committee, Council of Advisors, Committees, and Working Groups
- ▶ Organization Chart of all entities

◀ Vision– *Still True*

- ▶ California buildings will deliver pleasing temperatures.
- ▶ HVAC will safeguard California energy resources through technology, equipment, installation, and maintenance.
- ▶ The stress of peak load energy demands will be reduced.
- ▶ Organizations will be esteemed for their contributions to energy efficiency.

◀ Mission – *Still True*

- ▶ The WHPA is a collaboration of HVAC, energy efficiency, facility management, and utility industries, and the government.
- ▶ Residential and small commercial HVAC market will be transformed through this collaboration.
- ▶ Highest quality technology, equipment, installation, and maintenance will promote energy efficiency and peak load reduction.

◀ Goals

- ▶ *Outdated* – Help California utilities and policy makers implement and continuously improve the California Energy Efficiency Strategic Plan.
- ▶ *Outdated* – Develop an HVAC Action Plan to support the Strategic Plan.
- ▶ *Still true* – Provide counsel to California utilities to reduce HVAC energy consumption and demand.
- ▶ *Still true and expanded* – Be an information conduit to the HVAC market and to others.

◀ Charter– What WHPA Leaders Need to Know

- ▶ Section 5– Nomenclature
- ▶ Section 6– General Governance Principles
- ▶ Section 7 – Governance and Policy Tables

◀ Nomenclature (Section 5)

- ▶ An organization that has been accepted (by the EC) into the WHPA is a “Member.”
- ▶ A person within that organization who has registered with the WHPA is a “Registrant.”
 - Once an organization is approved as a Member with its first Registrant, all additional Registrants from that organization are automatically accepted in the WHPA, once they register.
- ▶ All WHPA positions, including voting, are held by the organization, not the person.
 - However, an individual must be registered with the WHPA in order to represent that organization.



◀ Nomenclature

Members and registrants agree to:

- Support the WHPA and its Charter
- Abide by the Code of Conduct
- Read documents that are foundational to the understanding and implementation of the CEESP

- * Yes , I have read and will abide by the Western HVAC Performance Alliance (WHPA) [Code of Conduct](#). ←
- * Yes , within one week I will read the HVAC Section (Section 6, Pages 53 – 61) of the [California Energy Efficiency Strategic Plan](#).
- * Yes , I will support the Vision, Mission and Goals of the WHPA and abide by its rules of governance as outlined in the [Charter](#).
- * Yes , prior to making motions or voting in Committees or working groups, I will read the [Charter](#).
- * Yes , within a reasonable period, I will read the [HVAC Convener Report](#) which informed the California Energy Efficiency Strategic Plan.
- * Yes , within a reasonable period, I will read the [HVAC Action Plan](#), a progress report on the California Energy Efficiency Strategic Plan.
- Yes , Sign me up to receive occasional communications from the Performance Alliance.

◀ Code of Conduct

- ▶ Participants must deal with each other in an open, honest and respectful fashion.
- ▶ Meeting participants must represent loyalty to the interests of the WHPA rather than individual constituencies.
 - If not possible, conflicts of interest must be declared at the outset of any discussions.
- ▶ Information is to be kept confidential unless authorized for release.
- ▶ Participants should not speak on behalf of the WHPA unless authorized.



◀ Code of Conduct

- ▶ Participants should make every effort to attend all meetings and be prepared.
- ▶ Participants will not exercise undue authority, influence or pressure on decisions.
- ▶ Conflict shall be dealt with in a rational, timely manner.
- ▶ Time limits must be complied with by all participants.

◀ Charter– What WHPA Leaders Need to Know

- ▶ Section 5– Nomenclature
- ▶ Section 6– General Governance Principles
- ▶ Section 7 – Governance and Policy Tables

◀ Governance—Members and Registrants

- ▶ Organizational membership and individual registration is required to hold any WHPA leadership position or to vote on a committee or working group.
 - ACTION by Chairs to check the website for organizational membership, registrant enrollment, and also for industry category
- ▶ Any conflict of interest by a registrant must be disclosed (reference the Code of Conduct).

◀ Governance—Passing a vote

- ▶ A binding vote requires:
 - **Quorum:** 50% + 1 of voting members must be present in person or by proxy if in-person or conference call.
 - NEW in 2014– In email votes a quorum is 50% +1 of all responses received back
 - **Supermajority:** 60% “yes” votes of the quorum but only those who vote AYE or NAY
 - New in 2014 – Abstentions don’t count in determining supermajority %.
 - All committee and working group voters must be registered with the WHPA for at least one meeting prior to voting.



◀ Policy Table—Rules for Voting

- ▶ Consensus decision-making is preferred
- ▶ At all levels, a vote passes only when...
 - Quorum is present
 - Supermajority supports the motion
 - Email votes are allowed
- ▶ Each working member's vote shall be recorded in written minutes, including all ayes, nays, and abstentions.

◀ Governance—Proxies (6.7)

- ▶ Expanded rules in 2015, including maximum of one proxy per voting member



◀ Governance—Approval of Deliverables

- ▶ Only the Executive Committee (EC) may put the WHPA “brand” on any WHPA work product.
- ▶ Only work products “approved” by the EC receive the WHPA brand and may be considered sanctioned by the WHPA.
 - New in 2014 – “Approved” is the only status
- ▶ All proposed WHPA work products must be are routed to the EC for final approval.
 - New in 2016– The COA is an optional review en route to EC

◀ Charter – What WHPA Leaders Need to Know

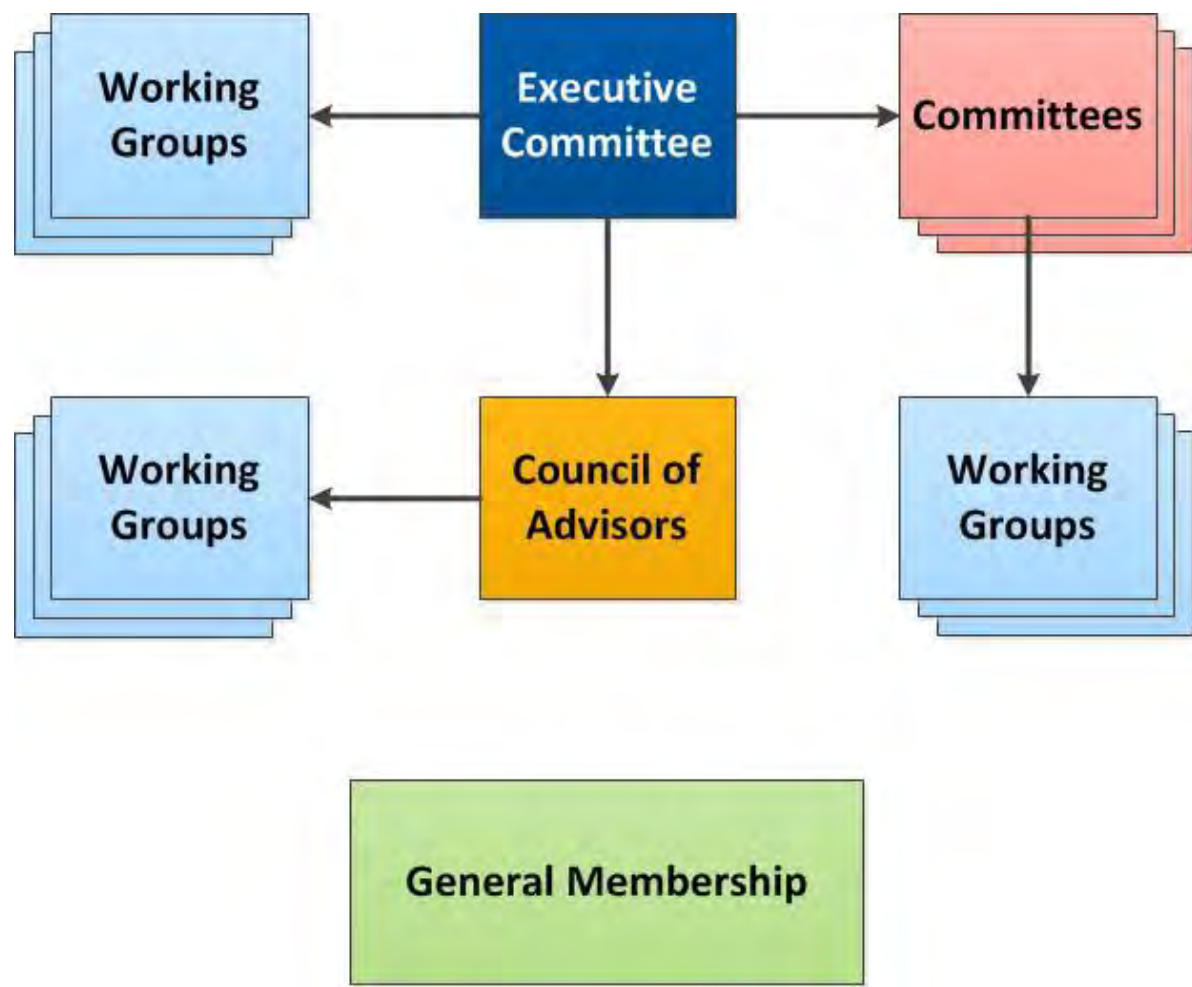
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◀ Governance and Policy Table

- ▶ Identifies the four serving opportunities in the WHPA and its leadership structure:
 - Executive Committee (EC)
 - Council of Advisors (COA)
 - Committees
 - Working Groups (WG)
- ▶ The Table contains 27 rows, each of which addresses a specific role, responsibility, or rule that applies in that “body.”
 - e.g. “Chair Selection,” “Recording Votes,” “Length of Term,” etc.



◀ WHPA Organization Structure



◀ Organization—Executive Committee

- ▶ Oversees the WHPA policy, operations, brand, and work products
- ▶ Creates all committees and some working groups
 - Either EC Co-Chair may recommend formation of a committee by presenting its proposed objectives, deliverables, and launch date to the EC for a vote.
- ▶ All committee Chairs are selected by an EC Co-Chair; confirmed by EC vote.
- ▶ Reviews and takes action on all committee and working group deliverables.
- ▶ .

◀ Organization—Committee Chair

- ▶ Selects voting members of the committee from WHPA registrants.
 - Minimum of three member categories on a committee
 - Responsible to ensure appropriate industry representation
- ▶ May remove voting Registrants (individuals) if they violate charter attendance policy
- ▶ May invite guests to meetings
- ▶ May form a working group to support the objectives of the committee.
- ▶ No term limit for Chair position.

◀ Organization—Working Groups

- ▶ Formed for limited duration; focused on very specific subject matter; develop work products
- ▶ Working groups may be formed by the EC, COA, or a committee.
 - A working group may not form a working group or subcommittee
- ▶ Working group Chairs are selected by the Chair or Co-Chair of the body (EC, COA, committee) that launches it.

◀ Organization—Working Group Chair

- ▶ Selects voting members of the working group from WHPA registrants
 - ▶ No minimum number of industry categories, but responsible for ensuring appropriate industry representation
- ▶ May remove voting Registrants (individuals) if they violate charter attendance policy
- ▶ May invite guests to meetings
- ▶ No term limit for Chair position.

◀ Organization—Chairs Have Significant Authority

- ▶ Select voting members.
- ▶ Invite/approve guests; can ask them to leave.
- ▶ Determines if a meeting is open or closed.
- ▶ Recommend removal of a voting Member organization or an individual (registrant) for cause.
- ▶ Check-and-balance assured because Chairs remain accountable to the body (EC, COA, Committee) that formed it.
- ▶ EC has ultimate responsibility for removal of chairs, members, and registrants.

Questions Chairs have asked us to address

Is there a policy about how to drop inactive voting members from committees and working groups?

A common problem is difficulty in getting a quorum due to no shows of voting members.

- (7.18) The committee or working group Chair may separate an individual (registrant) who has missed 3 of past 6 meetings.
- **HOWEVER** the Member organization retains its seat if they provide a new registrant.

Questions Chairs have asked us to address

How to keep a committee or working group roster to a manageable size for productivity?

- (7.5, 7.12, 7.15) Each voting Member organization and each guest is authorized by the Chair.
- Once a Member organization has voting rights, there is no provision in the Charter to remove the organization, only the inactive individual Registrant

SUGGESTED ACTION – Evaluate options for refreshing membership and update Charter



◀ Questions Chairs have asked us to address

Are “rolling rosters” allowed by the Charter?

- (7.21) Member organizations can only be separated from a committee/WG for cause, not for poor attendance in committees or WGs. The EC has this authority.
- You need a new committee or WG to start with a “clean slate” of voting members.
- **SUGGESTED ACTION** – Evaluate options to re-set voting membership with possible change to the Charter.



◀ Questions Chairs have asked us to address

Clarification of “open” or “closed” meeting

- (7.17) Not expressly defined. The charter states “All meetings are closed unless declared open in advance.”

SUGGESTED ACTION – The Charter is silent on criteria for open or closed meetings. Take a fresh view of the options.

◀ Comment on Governance

Fine line between enough detail and too much detail in the Charter:

- ▶ Not every possible situation or issue is included in the Charter.
- ▶ The EC can modify the Charter, but often YOU as committee and working group leaders have greater visibility in operational issues

Your feedback is critical

◀ Next Steps

- ▶ Your feedback on potential update topics for the charter
 - Inactive voting members
 - Process to reset committee and working group voting membership based on some criteria
 - Open/closed meetings
- ▶ Further discussion or education?