



# WHPA CHARTERING COMMITTEE MEETING

December 12, 2017 (3:30pm – 5:00pm PST)

## AGENDA

1. Roll Call
2. Chair's Opening Comments
3. Continued Bylaws & Articles of Incorporation Development Discussion
4. Next Steps
5. Adjournment by 5:00pm

**Note:** Chartering Committee Minute Minutes will be emailed for review and stated vote approval post meetings.

## For Telephone access:

1. Dial 1-712-775-7035
2. Enter Participant Access Code: 209130#

Announce yourself and organization when speaking.

## **Mute when not speaking.**

- Use \*6 to take on/off mute thru teleconference line if needed



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## ◀ ROLL CALL (Invitees)

WHPA Staff, Wendy Worrell (5 min)

- ASHRAE – Ron Jarnagin
- CALBO – Bob Barks
- IHACI – Bob Wiseman
- JCEEP – **David Dias (CHAIR)**
- NCI – Mel Johnson
- SynergyNexGen – Barbara Hernesman
  
- **WHPA Staff** – Mark Lowry (WHPA Transition Lead)  
Wendy Worrell (Committee Staff Support)  
Judy Johnson (Work Product Development)



# Chair's Opening Comments

Chair David Dias (JCEEP) – (15 min)

## ▶ Agenda Overview

### AGENDA ITEMS

- 1) **Roll Call of Voting Members** – Wendy Worrell (WHPA Staff, InfoPlast) – 5 min
- 2) **Chair's Opening Comments** - Chair (David Dias, JCEEP) – 15 min
  - a. Agenda Overview
  - b. Actions and Decisions from Dec 8<sup>th</sup> HSES Committee Meeting Overview
- 3) **Continued Bylaws & Articles of Incorporation Development Discussion** – Mark Lowry, WHPA Staff, BBI) – 65 min  
*Live Edits – Judy Johnson (WHPA Staff, Key SEO)*
- 4) **Next Steps** – Chair (David Dias, JCEEP) - 5 min
  - a. Email Approval of Meeting Minutes
  - b. Other TBD
- 5) **Adjournment** by 5:00pm PST – Chair (David Dias, JCEEP)



# Chair's Opening Comments

Chair David Dias (JCEEP) – (15 min)

## ▶ HSES Committee Dec 8<sup>th</sup> Actions/Decisions\*

- **ACTION:** For inclusion in the Bylaws and Articles of Incorporation as needed, the Chartering Committee to evaluate HSES Committee discussion about the suggested size range of the Board of Directors, factoring in the need to ensure balanced membership categories and perspective as well as a manageable count.
- **ACTION:** The Chartering Committee to further discuss and determine if term limits for the Officers of the Corporation should be 2 or 3 years, plus decide if the Chair could continue after 2 years if the Board generally agrees.

\*NOTE: Draft meeting notes emailed for reference.



# Chair's Opening Comments

Chair David Dias (JCEEP) – (15 min)

## ▶ HSES Committee Dec 8<sup>th</sup> Actions/Decisions\*

- **DECISION:** As there were no opposing views voiced when given the opportunity, the concept of allowing the voting eligible membership categories to serve as Officers/Directors was considered generally accepted.
- **DECISION:** There was general agreement for the rotation to be for a third of the Board of Directors to rotate every 3 years with renewable terms and no term limits.
- **DECISION:** There was general agreement that the EC should vote itself in as an interim Board of Directors (for one year) to enable time to appoint a regular Board for the 3-year rotation term.

\*NOTE: Draft meeting notes emailed for reference.



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# Chair's Opening Comments

Chair David Dias (JCEEP) – (15 min)

## ▶ HSES Committee Dec 8<sup>th</sup> Actions/Decisions\*

- **DECISION:** There was general agreement for the Board of Directors' election process to include development of a slate of candidates (including evaluation of self-nominations) by a Nominating Committee, and electronic voting of that candidate slate by the membership at large. Candidates would also be presented with clarifying expectations.
- **DECISION:** There was general agreement that the Officers of the Corporation should be Board members and that those Officers should be appointed by the Board.

\*NOTE: Draft meeting notes emailed for reference.



# Chair's Opening Comments

Chair David Dias (JCEEP) – (15 min)

## ▶ HSES Committee Dec 8<sup>th</sup> Actions/Decisions\*

### ▶ **FOR REFERENCE ONLY – NOT FOR DISCUSSION TODAY**

- **DECISION:** Prior to distribution to the Executive Committee, the Chartering Committee to review the suggested edits to the Mission statement based on HSES meeting discussion about adjusting the phrase “industry-vetted HVAC programs” to clarify that “programs” refers to all HVAC programs and activities rather than the perception of just IOU programs.
- **DECISION:** Regarding the proposed consolidated membership categories, there was general agreement to move the mapped Regional Energy Networks (RENs) to the “Energy Providers” category, and to expand that category name to include “Program Administrators”.

\*NOTE: Draft meeting notes emailed for reference.



# ◀ Bylaws & Articles of Incorporation Development

WHPA Staff, Mark Lowry (BBI) – (65 min)

## ▶ Continued Development Discussion

- Revised content from December 8<sup>th</sup> Meeting Input, plus WHPA Staff recommendations
- Live edits onscreen during meeting –  
*Judy Johnson (WHPA Staff – Key SEO)*





## Next Steps

Chair, David Dias (JCEEP) – (5 min)

- ▶ Email Approval of Meeting Minutes
- ▶ Other To Be Determined (as needed)





## Meeting Close

Chair, David Dias (JCEEP)

- ▶ Adjourment by 5:00pm PST



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## For More Information, Contact ...

### ▶ WHPA Committee Chair

- David Dias (JCEEP)
- [DaveD@smw104.org](mailto:DaveD@smw104.org)
- 925-208-4903

### ▶ WHPA Staff

- Mark Lowry (WHPA Transition Lead)
- [Mark.Lowry@betterbuildingsinc.com](mailto:Mark.Lowry@betterbuildingsinc.com)
- 224-409-5577 Cell
- Wendy Worrell (Committee Staff Support)
- [wendy.worrell@infoplast.com](mailto:wendy.worrell@infoplast.com)
- 951-244-6400 Direct Office -or- 949-246-4985 Cell
- Judy Johnson (Work Product Development)
- [jjohnson@keyseo.biz](mailto:jjohnson@keyseo.biz)
- 949-422-8210 Cell

