



## WHPA HVAC Stakeholder Engagement Strategy Committee (HSES)

### Teleconference Summary Notes

Friday, December 8, 2017

Scheduled for 9:00am –10:30am PST

#### Call to Order

The WHPA HVAC Stakeholder Engagement Strategy Committee (HSES) Co-Chair, Paul Thomas (SDG&E), called the meeting to order at 9:04 a.m. PST. The meeting was recorded for note purposes.

#### Roll Call

Wendy Worrell (WHPA Staff – InfoPlast) conducted roll call based on the current roster. As no voting panel has been assigned in favor of consensus voting, members are organized by voting eligibility status. 17 participants (or proxies) attended the meeting with a quorum (8+) of eligible members as indicated below:

P = Present at meeting A = Absent from meeting; if proxy has been assigned it will be noted below.				
Organization	First Name	Last Name	WHPA Category	Attendance
<b>Voting Eligible</b>				
ACCA (Air Conditioning Contractors of America)	Don	Langston	Contractor Association	A
AHRI (Air-Conditioning, Heating, and Refrigeration Institute)	Garrett	McGuire	Director, Government Relations	P (last 47 min)
CALBO (California Building Officials)	Bob	Barks	Codes & Standards Official (Association or Jurisdiction)	A
CEC (California Energy Commission)	Lea	Haro	Government (Other than CPUC)	P
CPUC (California Public Utilities Commission) Energy Division	Peter	Biermayer	California PUC	A
Galawish Consulting Associates	Elsia	Galawish	Energy Efficiency Program Consultant	P (first 58 min)
HARDI (Heating, Air Conditioning & Refrigeration Distributors International)	Talbot	Gee	Distributor Association	A
HVAC Excellence	Eugene	Silberstein	Certifying Body	A
IHACI (Institute of Heating and Air Conditioning Industries)	Bob	Wiseman	Contractor Association	P (Co-Chair)
Indio Cooling & Heating Supply	Tim	Mann	Distributor	A
JCEEP (Joint Committee on Energy and Environmental Policy)	David	Dias	Organized Labor	P
NCI (National Comfort Institute)	Mel	Johnson	Educator, Trainer	P
	Mark	Salavitch	California IOU	P (first 62 min)
PG&E (Pacific Gas and Electric Company)	Christian	Weber	California IOU	P
	Scott	Higa	California IOU	P (last 58 min)
SDG&E (San Diego Gas & Electric Company)	Paul	Thomas	California IOU	P (Co-Chair)
SoCalGas (Southern California Gas Company)	Harvey	Bringas	California IOU	P
SynergyNexGen	Barbara	Hernesman	Energy Efficiency Program Consultant	P
Transformative Wave	Joe	Schmutzler	Controls (Manufacturer or Distributor)	P
Tre'Laine Associates	Pepper	Hunziker	Energy Efficiency Program Consultant	P
<b>Voting Eligible (upon meeting attendance and/or registration)</b>				
CPUC (California Public Utilities Commission) Energy Division	Justin	Hagler +	California PUC	P
ICSC (International Council of Shopping Centers)	Keith	Walker	Owner/Facility/Property Management Association	A
SMUD (Sacramento Municipal Utility District)	Ravi	Patel	Public Owned Utility	A
CPUC (California Public Utilities Commission) (Energy Division)	Jeorge	Tagnipes	California PUC	A
SDG&E (San Diego Gas & Electric Company)	Pedro	Ramirez	California IOU	A
<b>WHPA Staff</b>				
Better Buildings, Inc.	Mark	Lowry	Other Stakeholder	P (Legal Entity Facilitation)
InfoPlast	Wendy	Worrell	Other Stakeholder	P (Host/Scribe)

\*\* Organization is Not a Member of the WHPA; + Individual is NOT Registered with the WHPA; (P) = Member Organization is Pending Approval from the WHPA Executive Committee.

#### AGENDA

The following agenda was distributed to the WHPA HSES Committee roster by WHPA Staff prior to the meeting, along with meeting reference slides:



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PDT TIME	TOPIC	FACILITATOR
5 min. 9:00-9:05	Roll Call	Wendy Worrell
10 min. 9:05-9:15	Co-Chairs' Opening Comments <ul style="list-style-type: none"> <li>• Adjusted Timeline</li> <li>• Next Meeting (Optional): December 15<sup>th</sup> from 9:00am – 10:30am PST</li> </ul>	Bob Wiseman/Paul Thomas
10 min. 9:15-9:25	Chartering Committee Update <ul style="list-style-type: none"> <li>• Deliverable Development Status</li> <li>• Decision: Membership Category Consolidation</li> </ul>	Dave Dias
65 min. 9:25-10:30	Final Scoping Development Discussion <ul style="list-style-type: none"> <li>• Membership Levels</li> <li>• Board of Directors</li> <li>• Officers of the Corporation</li> </ul>	Mark Lowry
by 10:30am	Adjournment	Paul Thomas

#### Co-Chair's Opening Comments

Co-Chair Bob Wiseman (IHACI) thanked all for the time they are putting into this and acknowledged the expedited time frame for deliverable completion. He reminded that the goal is to complete the Bylaws and the Articles of Incorporation to the Executive Committee for approval. Bob overviewed the transition timeline per meeting slide 3. The Co-Chair noted

Co-Chair Paul Thomas (SDG&E) echoed the thanks Bob expressed. He also thanked WHPA and Bob Wiseman for the additional time for planning and efforts to push work forward to be as efficient as possible. Paul noted that the Dec 13<sup>th</sup> EC meeting will also cover important work product from other Committees. The Dec 15<sup>th</sup> is not for voting, but is to enable additional vetting, but it was made optional out of respect to holiday schedules.

#### Chartering Committee Update

Per meeting slides 4-6, Chartering Committee Chair, Dave Dias (JCEEP) thanked the Committee participants for all their time to date as a lot of effort and work has been achieved. He provided an update on the Committee's deliverable development status and on the Chartering Committee's decision to consolidate the membership categories down to 5 groups for 2018+.

#### VISION AND MISSION OVERVIEW DISCUSSION

The Chartering Chair read the Vision and Mission on meeting slide 5 and asked for any comments.

- HSES Co-Chair Paul Thomas (SDG&E) commented that the Vision was well stated and is a "fine product" and that the Mission is "fantastic".
- Per HSES Co-Chair inquiry, Mark Lowry (WHPA Staff – BBI) clarified that no official action is needed on the Vision and Mission by the HSES Committee, but that input is welcomed.
- Per Lea Haro's (CEC) inquiry about the last line of the Mission statement, Mel Johnson (NCI) clarified that "vetted HVAC programs" refers to the current Business Plan request for the HVAC industry to provide collaborative input to all HVAC programs.
- Pepper Hunziker (Tre'Laine) commented that both the Vision and Mission "looked great", but asked where the idea of cultivating a greater environment for Standards that are applicable to HVAC would fit into them.
  - Chartering Chair Dave Dias (JCEEP) clarified that the categories are intentionally broad, but that the Goals would cover this area.
- Pepper Hunziker (Tre'Laine) further commented that the "industry-vetted HVAC programs" reference in the Mission seemed very narrow.
  - Mark Lowry (WHPA Staff – BBI) clarified that it was not the phrasing was not intended to imply utility programs and suggested that if the interpretation is that, it might need changing to "activities" for understanding of the broader perspective.
  - The Chartering Chair clarified that when the Vision and Mission were reviewed, content was cleaned up to remove reference to ratepayer funds and to IOUs as was in the initial Charter language.
  - Mel Johnson (NCI) noted that "no matter how HVAC is sliced", it is through Programs, but that those programs are not necessarily Utility related. He clarified that programs is a generalized word and that HVAC does not happen without order and planning.
  - Pepper Hunziker (Tre'Laine) commented that she was not opposed to the word "program", but suggested that the language be clarified for broader perspective.



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- Barbara Hernesman (SynergyNexGen) suggested making it read, “industry HVAC activities”.
- HSES Co-Chair Paul Thomas (SDG&E) reported that he wanted to keep “vetted” in the description” since “industry vetted” clarifies industry engagement. He suggested adjusting the language to read, “HVAC Programs and activities”. He summarized that all seem to agree with the overall intent, but that clarification would help lessen confusion.
- The Chartering Chair agreed with the suggestion to broaden the language for clarity.
- Mel Johnson (NCI) suggested that the content should be captured in the notes for Executive Committee decision.
- Christian Weber (PG&E) commented that the Mission statement covers a lot of causal activities. He noted that scaling of HVAC activity also needs to look at supportive business models, which may not look like HVAC maintenance currently. He asked if the type of activity for looking beyond technology for energy efficiency measures for their supportive business models will also be covered in the Mission statement.
  - The Chartering Chair asked if the suggestion was more a vision, mission, or goal.
  - Christian Weber (PG&E) confirmed that it is a goal, but noted that he was unsure if it needed to be explicitly stated or if it is intrinsically implied. He added that, “The success of HVAC energy efficiency also depends on looking at how the market operates and perhaps influencing how the market operates from a business model perspective.”
  - Mark Lowry (WHPA Staff – BBI) confirmed that it is a “fair question” and noted that those kinds of business transformation based on technology or best practices could be included in the first sentence, but clarified that the business practitioners would be included in the stakeholders, and that educating them and supporting their business practices would be present in future HVAC efficiency initiatives. Those practices/technologies would ultimately be for the benefit of end use consumers.
  - Christian Weber (PG&E) confirmed that Mark Lowry’s explanation was acceptable to him.

**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.

**CONSOLIDATED MEMBERSHIP CATEGORIES DISCUSSION**

The Chartering Chair overviewed the proposed consolidated membership categories and drew attention to the following mapping content (meeting slide 6):

**Membership Categories for 2018+ (FINAL DRAFT per Chartering Committee General Acceptance 12-8-17)**

PROPOSED CONSOLIDATED CATEGORIES	HISTORICAL WHPA CATEGORIES IN PROPOSED	CATEGORIES ADDED IN PROPOSED
Direct Supply Chain/Market Actor/End User	Contractor (Nonresidential)	HERS rater
	Contractor (Residential)	End user organization (e.g. private educational institution)
	Controls (Manufacturer or Distributor)	
	Distributor	
	Energy Efficiency Program Consultant	
	HVAC Manufacturer	
Industry/Consumer /Educational Organization	Owner/Facility Management/Property Management Company	
	Certifying Body	Regional Energy Network
	Contractor Association	
	Distributor Association	
	Engineering Society	
	HVAC Manufacturer Association	
	Organized Labor	
	Owner/Facility/Property Management Association	
	Energy Efficiency Organization	
	Research Organization	
	Educator, Trainer	
Third Party Quality Assurance Provider		
Local/State/Federal Government Agency	CPUC	
	Codes & Standards Official (Association or Jurisdiction)	
	Government (Other Than CPUC)	
Energy Providers	California IOU	
	Publicly Owned Utility	
Associate*	Emeritus	Students
	Media	
	Other Stakeholder	

\*Non-Voting Membership



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Wendy Worrell (WHPA Staff – InfoPlast) clarified that the intention is for the 5 membership categories on the left to be shown as the option with the other two columns only for frame of reference for what is included in those main categories but not for public consumption.

- HSES Co-Chair Paul Thomas (SDG&E) asked if the RENs (Regional Energy Networks) are mapped correctly and asked for clarification based on the following comments: (1) The IOUs are energy providers, but to some extent they are also Energy Efficiency Organizations (covered under the new Industry/Consumer/Educational Organization category); (2) With the new world of energy efficiency, IOUs will be considered Program Administrators (PAs) as are the RENs.
  - The Chartering Chair reported that he had RENs added resulting from their extensive involvement with CAEECC, in which he is also involved. He “didn’t want to leave them out”.
  - HSES Co-Chair Paul Thomas (SDG&E) agreed that RENs should be involved, but wanted determination on the best mapping for them. He asked for clarification on if the historical Energy Efficiency Organization category included the “CLEAResult, ICF, and DNV GLs of the world”.
  - Mark Lowry (WHPA Staff – BBI) clarified that currently the Energy Efficiency Organization category includes California Living and Energy, Davis Energy, DNV GL, EcoFactor, Electric Power Research, Empowered Solutions, Valley Mechanical, CDH, California Commissioning Collaborative, and Energy Cloud. He clarified that CLEAResult is listed as an Energy Efficiency Consultant. He reminded that WHPA members self-select and that WHPA Staff has gone back to those who were “way off” to clarify the original intent of the category.
  - HSES Co-Chair Paul Thomas (SDG&E) noted that if the new category structure is consistent and used accurately, it should be fine, but noted that for mapping purposes, he “thinks the RENs should probably be lumped in with the IOUs and Publicly Owned Utility”. He further suggested that the new category headers should be referenced as “Energy Providers/Program Administrators” for accurate capture of the direction of energy efficiency in the State (of California).
  - The Chartering Chair reminded that there are additional Utilities beyond the four IOUs normally referenced, including Liberty Utilities and Southwest Gas.
  - HSES Co-Chair Paul Thomas (SDG&E) confirmed that as correct. He suggested that the RENs should be under the Energy Providers’ category even though they do not directly provide energy.
  - Mel Johnson (NCI) commented that the Chartering Committee had the same discussion as above about the best location for the RENs. He suggested providing a list of definitions for the categories so those self-selecting can better determine where they fit.
  - Mark Lowry (WHPA Staff – BBI) replied that it could be done. He noted that the definitions come from the groupings, so he was unsure which comes first. He commented that he was “struck by the issue of where a member organization falls into more than one category” as HSES Co-Chair Paul Thomas (SDG&E) alluded to earlier in the discussion.
  - HSES Co-Chair Paul Thomas (SDG&E) noted that DNV GL would fall into multiple categories, but suggested that it might be an anomaly.
  - Barbara Hernesman (SynergyNexGen) suggested that rather than overthink it, HSES Co-Chair Paul Thomas’ (SDG&E) above suggestion about the REN location and categorization name revision should be made with focus on the major categories going forward to keep it simple.
  - Mark Lowry (WHPA Staff – BBI) and HSES Co-Chair Paul Thomas (SDG&E) voiced agreement that it should be kept simple.

**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”.

- Pepper Hunziker (Tre’Laine) commented that if the mapped “Certifying Body” category is listed at all, it would be more accurate to also clarify it as “Credentialing Bodies” and “Accrediting Bodies” as she always felt the historical category needed adjustment.
  - Mark Lowry (WHPA Staff – BBI) clarified that the intention was not to put the historical documents out to the public eye, but rather use it for internal discussion to show the thought process for where the existing categories exist, but noted that different language could be used if needed.

Co-Chair Paul Thomas (SDG&E) suggested moving to the next agenda item.

- All voiced agreement of that suggestion.



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#### Final Scoping Development Discussion

Mark Lowry (WHPA Staff – BBI) facilitated continued scoping development discussion based on meeting slides 7- .

#### MEMBERSHIP LEVELS

Mark Lowry (WHPA Staff – BBI) facilitated discussion about membership levels based on meeting slide 7. He asked which of the categories should be eligible to serve as Officers/Directors and suggested that all those in voting eligible categories should be eligible.

- Barbara Hernesman (SynergyNexGen) voiced “complete agreement” with that suggestion.
- Mel Johnson (NCI) also voiced his agreement.
- Mark Lowry (WHPA Staff – BBI) asked if anyone felt otherwise and noted that the proposed membership structure would make the “boots on the ground” eligible to serve in organization leadership where they were not able to serve on the EC/COA previously.

**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 general accepted.

#### BOARD OF DIRECTORS DISCUSSION

Mark Lowry (WHPA Staff – BBI) facilitated discussion about if the Executive Committee (EC) should become the Board of Directors based on the following open questions (meeting slide 8):

1. *Should the current EC become the initial Board of Directors?*
2. *Should the current EC be surveyed/evaluated for participation desire and/or engagement history, including the option to change member organization representatives?*
3. *How often should the Board of Directors regularly refresh (every 1, 2 or 3 years) to keep WHPA focused on near term and intermediate goals?*

Mark Lowry (WHPA Staff – BBI) summarized that prior suggestion was for the EC to serve as the Board initially for the transition, but with surveying to ensure they want to do so and with a regular refresh.

- Dave Dias (JCEEP) commented that based on his own experience on the Contractor State Licensing Board (CSLB) Board, it takes a year to get your bearings. He suggested that rotation be longer than a year, but that the Chair role be changed annually.
- Mel Johnson (NCI) asked if there are ramifications of not utilizing the current EC as the initial Board of Directors.
- Mark Lowry (WHPA Staff – BBI) commented that there would be, including more time.
- Mark Lowry (WHPA Staff – BBI) brought attention to the EGIA Bylaws Article VI – Board of Directors as they are newer and based in California. He reported that EGIA took the approach that the Board can be from 7 to 15 members. He clarified that taking the approach of a range and general language, it would allow for the EC to be used as the Board initially and change later without needing to adjust the WHPA Bylaws.
- Mel Johnson (NCI) asked if the EC would feel too sensitive to vote itself into power. He asked if a quorum would be reached if too many had to abstain a vote on making themselves the Board of Directors.
- Mark Lowry (WHPA Staff – BBI) replied that he has not given that extensive thought. He asked for the EC members on the HSES Committee to comment.
- HSES Co-Chair and EC Co-Chair Paul Thomas (SDG&E) commented that going from a process from where there is some legal standing that needs approval, he would need to seek that approval to continue to serve.
- Barbara Hernesman (SynergyNexGen) clarified that the second bullet on the reference meeting slide was for some evaluation. She suggested sending an email with some direction and asking the EC the specific question posed about if they would be able to and willing to vote themselves into the Board position. She clarified that there needs to at least be some representation from each of the consolidated membership categories.
- In reply to HSES Co-Chair Paul Thomas (SDG&E) inquiry about if CEC would need to abstain on voting the EC into the Board of Directors’ role, Lea Haro (CEC) confirmed that she does not currently foresee any conflict.
- Justin Hagler (CPUC) also confirmed that he did not foresee any conflict for CPUC.
- Mel Johnson (NCI) supported the suggestion to do advanced surveying of the EC to determine if they would be willing and able to serve as the initial Board of Directors.



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**ACTION:** Mark Lowry (WHPA Staff – BBI) confirmed that he and Wendy Worrell (WHPA Staff – InfoPlast) have been working on how to answer questions that may come from the EC about what the expectation is for the EC to Board of Directors’ role to aid in surveying the EC about their willingness and ability to potentially serve as the initial Board of Directors.

**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.

HSES Co-Chair Bob Wiseman (IHACI) suggested having Board membership from each consolidated membership category to ensure well rounded representation on the Board. He noted that the current EC does not currently have all the categories that will be allowed going forward. He suggested that the Board have two (2) representatives from each of the proposed new categories and that the EC would only be an interim Board.

- Barbara Hernesman (SynergyNexGen) concurred with the Co-Chair’s comments that the EC would be interim for perhaps a year with a replacement Board start the 3-year term rotation thereafter.
- HSES Co-Chair Paul Thomas (SDG&E) also concurred and noted that “it makes it easier for me personally if it is an interim aspect”.

**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.

Mark Lowry (WHPA Staff – BBI) asked what the minimum Board count should be. He clarified that if there is a minimum of two (2) per category, then it would be an eight (8) total Board member minimum, and that a maximum of four (4) per category would yield a 16-member Board maximum.

- Pepper Hunziker (Tre’Laine) asked how to achieve the type of balance amongst competitors that currently exists to continue to keep things consistent and equitable “across the Board”.
- Mark Lowry (WHPA Staff – BBI) replied that the minimum or maximum per category, plus the conflicts of interest statement and the antitrust statement should be adopted and put in place so competitors can collaborate if it does not violate antitrust rules.
- Pepper Hunziker (Tre’Laine) further asked about balancing union versus nonunion, public versus private, as well as ensuring that work products are attainable for all, but with characteristics of quality so that they are not swayed one way or another. She elaborated that it also applies to competing training organizations, situations where there might be weighting toward one side over another, as well as ensuring the framework exists for the right knowledge, background and perspective to review documents.
- Mark replied that the Board of Directors will need to initially determine if they are the right structure to continue approving work products. He also commented that the current structure has been in place since its inception and has not undergone a vote to change it, but noted that the initial group was picked to ensure the needed balance. He clarified that going forward, the Bylaws could clarify some permanent seats, but noted that issues may arise from that too. The point is to have the discussion to determine what the categories mean and clarify who is eligible.
- Barbara Hernesman (SynergyNexGen) commented that in this instance, the smaller the number, the more effective the Board would be. She noted that the count “needs to be an odd number” and suggested keeping it as 7 Board members with the option to add later if needed.

**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.

Mark Lowry (WHPA Staff – BBI) asked if the member organization at large (the full WHPA membership) or the Board itself as self-selecting should elect the Board of Directors. He noted that EGIA handles it by having the full membership put forth a slate from a Nominating Committee that the Board selected.

- Dave Dias (JCEEP) confirmed that CSLB has a nominating committee and that the Board of Directors “votes on that”. Oversight of the Board is either done by the State Senate or the Governor.
- Barbara Hernesman (SynergyNexGen) commented that she is familiar with existing Board members nominating others.
- Pepper Hunziker (Tre’Laine) suggested having a starting Board, but also having the larger membership provide input.
- HSES Co-Chair Paul Thomas (SDG&E) clarified that a nominating committee would communicate to the larger membership to provide input into the slate, so adjustments could be made as needed.



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- Pepper Hunziker (Tre'Laine) confirmed that while she does not have experience with this, she expects that it would be valuable for the membership to have a voice and to see representation that reflects their perspective and views. Having guidance is helpful for the upper part of the organization.
- HSES Paul Thomas (SDG&E) commented that the efficiency of the Board appointing new members makes sense, but that the membership at large needs to be able to provide feedback, with the ultimate decision by the Board.
- Pepper Hunziker (Tre'Laine) suggested that Chair or leadership roles should also have membership at large feedback.
- HSES Co-Chair Bob Wiseman (SDG&E) commented that it makes sense to have the nominating committee handle the process to ensure there is the needed balance. He suggested that the Board of Directors could make that choice, but that for the sake of keeping people involved and having some ownership in the process, he recommends the general membership vote online for broader diversity.
- Mark Lowry (WHPA Staff – BBI) voiced agreement that having a nominating committee do the initial legwork that might incorporate evaluation of self-nominations and then put a slate to the membership at large for electronic voting would be the best approach.
- Barbara Hernesman (SynergyNexGen) noted that verbiage needs to be presented clarifying expectations to the Board as part of the process.

**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.

#### OFFICERS OF THE CORPORATION

Mark Lowry (WHPA Staff – BBI) facilitated discussion about who should act as Officers of the Corporation based on meeting slide 9. He commented that typically there is a small group from the Board of the Directors called the "Executive Committee" that includes the President or Chair, the Secretary, and the Treasurer/CFO. He reported that those fiduciary roles are mandated. He clarified that it is recommended that those roles typically are filled by members of the Board of Directors, but asked for input on if they should or should not come from the Board.

- HSES Co-Chair Bob Wiseman (IHACI) suggested that the Officers should be Board members and that the appointment of those Officers should come from the Board for expediency.
- Mel Johnson (NCI) voiced agreement with the above suggestion.

**DECISION:** There was general agreement that the Officers of the Corporation should be Board members and that those Officers should be appointment by the Board.

Mark Lowry (WHPA Staff – BBI) asked if the terms for the Officer roles should be the same 3-year term as the Board of Directors.

- Barbara Hernesman (SynergyNexGen) suggested keeping it the same.
- HSES Co-Chair Bob Wiseman (IHACI) noted that with staggering categories, the roles could be in different terms which may cause issue. He suggested that a 3-year term might be burdensome from some.
- Mark Lowry (WHPA Staff – BBI) clarified that in his experience with elected Officers, all have reported that 1 year was not enough as it takes the first year to gain understanding for the role.
- HSES Co-Chair Bob Wiseman (IHACI) asked if there is an issue if terms overlap.
- Mark Lowry (WHPA Staff – BBI) confirmed that they do not all need to come in and out in unison.
- Dave Dias (JCEEP) suggested that an Officer should not be someone who just joined the Board, and that a Chair or Officer needs to be on the Board for a year before nomination.
- Mark Lowry (WHPA Staff – BBI) commented that a 3-year commitment feels like it might be a challenge to gain commitment. He suggested that 2 years might provide balance.
- HSES Co-Chair Paul Thomas (SDG&E) asked if that keeps things easily managed.
- Mark replied, "Sure."
- HSES Co-Chair Paul Thomas (SDG&E) commented that it sounds like two (2) years strikes the balance.
- Barbara Hernesman (SynergyNexGen) asked if there is an option for the Chair to continue after 2 years if the Board generally agrees.

**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.



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### Adjournment

The next meeting was confirmed for Friday, December 15, 2017 meeting from 9:00am – 10:30am PST.

Co-Chair Paul Thomas (SDG&E) adjourned the meeting at 10:32 a.m. PST.

\* \* \* \* \*

### Summary of Action Items and Key Decisions (from above)

#### ACTION ITEMS

- **ACTION:** Mark Lowry (WHPA Staff – BBI) confirmed that he and Wendy Worrell (WHPA Staff – InfoPlast) have been working on how to answer questions that may come from the EC about what the expectation is for the EC to Board of Directors’ role to aid in surveying the EC about their willingness and ability to potentially serve as the initial Board of Directors. (IN PROCESS)
- **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.

#### KEY DECISIONS

- **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”.
- **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.
- **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 appointment by the Board.