

**THE SHEET METAL AND AIR CONDITIONING CONTRACTORS'
NATIONAL ASSOCIATION, INC.
(SMACNA)
BOARD OF DIRECTORS MEETING
REPORT
January 15, 2024
Peninsula Papagayo, Costa Rica**

I. CALL TO ORDER:

President Duncan called the meeting to order at 8:00 a.m. Central Time.

A. Welcome – President Duncan

President Duncan welcomed the Board members to the meeting.

IN ATTENDANCE:

Members of the Executive Committee:

Aaron Hilger, Chief Executive Officer

Carol Duncan, President, General Sheet Metal, Clackamas, OR

Thomas E. Martin, President-Elect, T. H. Martin, Inc., Cleveland, OH

Todd Hill, Secretary-Treasurer, Ventcon, Allen Park, MI

A. Scott Vidimos, Vice-President, East Chicago, IN

Anthony Kocurek, Immediate Past President, Energy Balance & Integration, LLC,
Albuquerque, NM

Members of the Board of Directors:

Bernie Antchak, Northwest Sheet Metal, Surrey, BC Canada

Todd Byxbe, Miller Engineering Co., Rockford, IL

Matthew D. Cramer, Dee Cramer, Inc., Holly, MI

Rick Ferguson, PQS, Black & McDonald, Ltd., Scarborough, ONT Canada

Douglas Gudenburr, Ductmate Industries, Inc., Charleroi, PA

Paul Heimann, Welsch Heating & Cooling Co., St. Louis, MO

Matt Hildreth, The Waldinger Corporation, Wichita, KS

Paul Irwin, Bell Products, Inc., Napa, CA

Kathleen Kerber, KSM Metal Fabrication, Troy, OH

Kenneth Kleeberg, Yankee Sheet Metal, East Hartford, CT

Carmen Koo, Applied Air Conditioning, Inc., Fullerton, CA

Jeff Link, Norpac Sheet Metal, Inc., Billings, MT

Bobby McCally, The Brandt Companies, Carrollton, TX

Daniel Monahan, J. E. Monahan Metals, Inc., Queensbury NY

Gary Myers, Intech Mechanical Company, Inc., Roseville, CA

Staff:

Joye Blanscett, Executive Director, Operations
Susannah Forde, Executive Director, Communications & Marketing
John Franco, Director of Meetings and Convention
Eli P. Howard, III, Executive Director, Technical Services
Linda M. Jennings, Executive Director, Innovation, Integration & Learning
Stan Kolbe, Executive Director, Legislative & Political Affairs
Jason Watson, Executive Director, Labor Relations

Legal Counsel:

Daniel R. Kelly, Felhaber Larson, Minneapolis, MN

Guests

Cheryl Sprague, Chair, Council of Chapter Representatives, Sacramento, CA

Excused

Mitch Golay, Corn States Metal Fabricators, Inc., West Des Moines, IA
Matthew Sano, Fisher Balancing Co., Williamstown, NJ

B. Introductions

President Duncan asked all attendees to introduce themselves.

C. Call for Additional Agenda Items

Mr. Martin requested that the Board discuss, during the open discussion, the impact of mega-projects on recruiting and retention of employees.

II. Consent Agenda

A. Meeting Reports

1. July 2023 Board of Directors Meeting Report
2. October 2023 Executive Committee Meeting Report
3. January 2024 Executive Committee Meeting Report

B. Executive Reports

1. Operations, Membership & Education – Ms. Blanscett
2. Labor Relations – Mr. Watson
3. Innovation, Integration & Learning – Ms. Jennings
4. Technical Services – Mr. Howard
5. Communications & Marketing – Ms. Forde
6. Government Relations – Mr. Kolbe

C. Updated Organizational Chart & Staff List – Mr. Hilger

A motion was made, seconded and passed to approve the Consent Agenda as presented.

III. Operational Agenda

A. Policy Review – Mr. Kelly

Mr. Kelly reviewed the following policies:

1. Anti-Trust Compliance & Procedures
2. Conflict-of-Interest Policy & Disclosure Statement
3. Whistleblower Policy

Mr. Kelly responded to questions from Board members. Mr. Kelly also requested that all Board members complete and return a Conflict-of-Interest questionnaire.

B. Responsibilities of Directors – Mr. Kelly

Mr. Kelly reviewed and discussed the fiduciary responsibilities of SMACNA Board members from both a legal and practical perspective.

C. Financial – Secretary-Treasurer Hill/Mr. Hilger/Ms. Blanscett

Mr. Hilger and Ms. Blanscett led a review of the draft year-end financial statements, the performance of the investment portfolio, and proposed 2024 budget. Mr. Hilger also described SMACNA's retention of Bonadio and Company as its new certified public accounting firm. The Board approved, by written action, the retention of Bonadio and Company prior to the meeting.

D. Proposed Budget 2024 – Action on the 2024 proposed budget was deferred until the end of the meeting.

E. Industry Updates

1. New Horizons Foundation – Mr. Hilger updated the Board on the New Horizons Foundation activities and projects.
2. ITI/NEMI/SMOHIT – Mr. Cramer provided a description of the activities of ITI and encouraged all Board members and their respective Chapters to take advantage of its offerings. Mr. Cramer also complimented ITI's leadership. Mr. Howard and Ms. Jennings also reported on the activities of NEMI and SMOHIT.
3. SMACNA, NECA, MCAA – Mr. Hilger described SMACNA's ongoing discussions with NECA and MCAA.

F. Operations, Membership & Education – Ms. Blanscett

1. Internal Technologies & Processes - Ms. Blanscett provided an update regarding operations, membership and education. Ms. Blanscett provided an update regarding the new internal technologies and processes, with a focus on the Association Management Software.
2. Membership Department Plan for 2024 - Ms. Blanscett discussed the efforts around enhancing our membership department which in 2024 will include beginning personal outreach to non-engaged members, improve the volunteer experience to bring more transparency to opportunities that currently exist as well as identify micro-volunteering opportunities we can offer.

3. BE4All Rapid Response Protocol – Ms. Blanscett discussed BE4All’s rapid response protocol rollout. Ms. Blanscett discussed the purpose of the protocol and proposed training that will accompany the rollout.

4. Membership

a. Dissolution of Idaho Chapter - Ms. Blanscett indicated that the Idaho SMACNA Chapter had no active members or activity. Ms. Blanscett indicates that the non-profit corporation, Sheet Metal Contractors of Idaho, Inc. is inactive and was forfeited. Therefore, she recommended that the Board revoke the Idaho Chapter’s Charter.

A motion was made, seconded and passed unanimously to revoke the Idaho Chapter’s Charter.

b. International Member Applications For Approval - Ms. Blanscett reported that SMACNA had received four international member applications from the following organizations:

- i. Breffni Air Ireland Unlimited
- ii. Garah Advanced for General Contracting
- iii. Montajes Fivi S.L.
- iv. Rabie Al-Takyeeef Factory

A motion was made, seconded and passed unanimously to approve the international member applications.

c. Mid-State & Springfield, IL merger – Mr. Kelly reported that two Illinois associations, Mid-State and Springfield, sought to merge subject to approval by the Board.

A motion was made, seconded and passed unanimously to approve the expansion of the geographical territory of the Mid-State Sheet Metal & Air Conditioning Contractors Association. The expansion will include the current geographical territory of the Springfield & Vicinity Sheet Metal Contractors Association, contingent upon voluntary relinquishment of the Springfield & Vicinity Sheet Metal Contractors Association, and statutory merger of the Springfield & Vicinity Sheet Metal Contractors Association and Mid-State Sheet Metal & Air Conditioning Contractors Association.

G. Innovation, Integration & Learning – Ms. Jennings

1. Ms. Jennings provided an overview of department activities and discussed moving toward a culture of innovation and integration.
2. Ms. Jennings described innovating Market Sector Councils through deeper conversations within the councils, integrated thought leadership between departments, and innovative projects to help SMACNA contractors raise the bar.
3. Ms. Jennings also provided a brief review of the following Innovations in Technology initiatives:
 - Fab Forum
 - MEP Innovation Conference

Construction Technology Survey
Technology Playbook
Contractors Operations Hub Podcasts

4. She also discussed Innovations in Safety including the Safety Awards Program, noting, deficiencies in the previous program and explaining how the new program addresses those deficiencies.
5. Ms. Jennings also described Innovations in Education. She explained that SMACNA's vision was to continue to have a robust offering of educational opportunities for members and their employees, that can be path driven, and delivered directly from SMACNA programming, through virtual content, and/or via SMACNA chapters.
6. Ms. Jennings described new programs to be developed, including fabrication and manufacturing, lean techniques/quality control, and construction technology. She also discussed a Business Management University Master's Class to include leadership development, marketing and communication development, emotional intelligence, and diversity training. Finally, she described the goal to have an Advanced Supervisory Training Academy program and focused programs for emerging company leaders.

H. Technical Services- Mr. Howard

Mr. Howard provided the Board of Directors with an update regarding SMACNA's Technical Services Department. The discussion covered two new manuals being released this month: the HVAC Systems Duct Design Manual and the Testing, Adjusting & Balancing Manual. Mr. Howard also discussed the 2024 outlook for technical standards, building code changes, educational programs and Testing & Research Institute applications.

I. Communications & Marketing – Ms. Forde

Ms. Forde provided the Board of Directors with an update regarding her department. Ms. Forde provided an overview of results for 2023, including multi-media (podcasts, videos, webinars), social media, media relations/PR, thought leadership, IAQ and creative projects. She also highlighted 2024 key initiatives, including a new website, AMS launch support and collaboration with Labor Relations and SMART.

J. Labor Relations

Mr. Watson provided the Board of Directors with an update on the 2024 Labor Relations department priorities, staff changes at SMART, ongoing collaborative communication efforts between SMACNA and SMART, joint regulatory efforts, results of collective bargaining activities for 2023, upcoming SMACNA labor related educational programs and the activities of the Best Practices task force.

Management Co-Chair Kathy Kerber reported on the activities of the Best Practices Task Force.

K. Meetings & Events – Mr. Franco and Mr. Hilger

Messrs. Franco and Hilger provided a summary regarding the upcoming Convention and gave an update regarding the 2024 Convention, including providing a description of the planned speakers and entertainment. In addition, Messrs. Franco and Hilger described changes to the upcoming Convention, which included providing breakfast to attendees and restructuring Monday night, which has been traditionally SMAC-PAC night. Based upon some of the changes, Messrs. Franco and Hilger recommended increased registration fees for the upcoming Convention. The proposed increased registration fees were included in SMACNA's proposed budget and subject to approval as part of the proposed 2024 budget.

L. Government Relations – Mr. Kolbe

Mr. Kolbe presented an overview of the recent developments in the government and political affairs department since the Board of Directors' last meeting and addressed the coming priorities in the second session of the 118th Congress and the regulatory agencies for the rest of 2024. Many challenges to recently enacted SMACNA priorities in the labor management arena were offered in detail and a significant number of priority opportunities were also discussed. These included: extending the Research and Development credit and the IRS 179 equipment expensing provision, passing federal contract change order reform, enacting the SAFE Banking legislation, and commenting on numerous regulatory measures.

In addition to the legislative and regulatory discussion, an overview of the SMAC PAC fundraising and prior approval efforts were presented with highly positive results achieved on many levels. Highlights included the recent raising of additional new Club funds and a major updating of the PAC and prior approval databases utilizing administrative fund resources.

M. December 2023 Council of Chapter Representatives Report – Ms. Sprague, Chair of the Council of Chapter Representatives, described the presentations received by the Council of Chapter Representatives at its December 2023 meeting. Ms. Sprague thanked the Board for having the opportunity to provide the update to the Board.

N. Officer & Board Chapter Visits – President Duncan reviewed the Officer and Board Chapter Visits.

O. Appointment of Legal Counsel

President Duncan referred to the memo from Dan Kelly outlining the service provided to SMACNA by Felhaber Larson in 2023.

A motion was made, seconded and passed to retain Felhaber Larsen as SMACNA legal counsel for 2024.

Following the Board appointment of legal counsel, Messrs. Hilger Kelly reported that they had reviewed SMACNA's Constitution and Bylaws, as is done periodically, and did not identify any reason to engage in a Constitution or Bylaws amendment process at this time.

P. Appointment of Officer Nominating Committee – President Duncan nominated the following individuals to serve on the Officer Nominating Committee, in addition to Tom Martin and Scott Vidimos:

1. Todd Byxbe;
2. Roy Jenson; and
3. Dan Monahan.

A motion was made, seconded and passed that the Officer Nominating Committee shall consist of the following members: Todd Byxbe, Roy Jenson, Dan Monahan, Tom Martin (chair) and Scott Vidimos.

Q. Finalize 2024 Budget – Ms. Blanscett recommended the budget as originally proposed in the Board materials be modified in two ways. First, she recommended that the revenue anticipated from the Industry Fund of the United States be increased to \$9.1 million based upon the recent trend of contributions. In addition, she recommended that the budget include an additional expense of \$25,000 for a contribution to the Labor Management Cooperation Committee to support 50% of a \$50,000 contribution to the Heavy Metal initiative.

A motion was made, seconded and passed to approve the operating budget as proposed and modified by Ms. Blanscett.

IV. Open Discussion – Mr. Hilger

A. Strategic Plan Progress - Mr. Hilger described the progress SMACNA has made toward accomplishing the goals set forth in the Strategic Plan.

B. Member Engagement – Mr. Hilger led a discussion regarding how best to measure and improve member engagement.

C. Promoting Tech Standards and Usage – The Board held an open discussion regarding promoting technical standards and usage through establishment of a code official/design community Associate Member Program. The Board further discussed the impact of artificial intelligence on the industry and, in particular, in the establishment of technical standards and codes.

A motion was made, seconded and passed to approve an expense of up to \$150,000 to further explore the use of artificial intelligence to promote the use of technical standards and related topics.

D. Mr. Martin and other board members led a discussion regarding the impact of mega-projects on recruiting and retention of key employees.

- V. Adjournment to Executive Session**
- VI. Executive Session with CEO**
- VII. Executive Session Board Only**
- VIII. Adjournment**

There being no further business, the meeting moved into Executive Session with the CEO and Board only.

A motion was made, seconded and passed to adjourn the Board Meeting.

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**THE SHEET METAL AND AIR CONDITIONING CONTRACTORS’
NATIONAL ASSOCIATION, INC.
(SMACNA)
BOARD OF DIRECTORS MEETING
REPORT
July 17-18, 2023
Nashville, Tennessee**

I. CALL TO ORDER:

President Kocurek called the meeting to order at 8:00 a.m. Central Time.

A. Welcome – President Kocurek

President Kocurek welcomed the Board members to the meeting.

IN ATTENDANCE:

Members of the Executive Committee:

Anthony Kocurek, President, Energy Balance & Integration, LLC, Albuquerque, NM
Carol Duncan, President-Elect, General Sheet Metal, Clackamas, OR
Todd Hill, Vice-President, Ventcon, Allen Park, MI
Thomas E. Martin, Secretary-Treasurer, T. H. Martin, Inc., Cleveland, OH
Aaron Hilger, Chief Executive Officer

Members of the Board of Directors:

Bernie Antchak, Northwest Sheet Metal, Surrey, BC Canada
Randy Attaway, AGC, Inc., Campbell, CA
Todd Byxbe, Miller Engineering Co., Rockford, IL
Matthew D. Cramer, Dee Cramer, Inc., Holly, MI
Shasta Erickson, Miller Bonded Inc., Albuquerque, NM
Mitch Golay, Corn States Metal Fabricators, Inc., West Des Moines, IA
Wayne Greenwood, JEC Service Company, Inc., Waltham, MA
Paul Heimann, Welsch Heating & Cooling Co., St. Louis, MO
Matt Hildreth, The Waldinger Corporation, Wichita, KS
Blair Hubber, Lancaster Group Inc., Hamilton, ON, Canada
Roy Jensen, MechOne, Colorado Springs, CO
Kathleen Kerber, KSM Metal Fabrication, Troy, OH
Kenneth Kleeberg, Yankee Sheet Metal, East Hartford, CT
Carmen Koo, Applied Air Conditioning, Inc., Fullerton, CA
Jeff Link, Norpac Sheet Metal, Inc., Billings, MT
Daniel Monahan, J. E. Monahan Metals, Inc., Queensbury, NY
Matthew Sano, Fisher Balancing Co., Williamstown, NJ
Ken Wiesbrook, Wiesbrook Sheet Metal, Inc., Plainfield, IL

Staff:

Joye Blanscett, Executive Director of Operations
Susannah Forde, Executive Director of Communications & Marketing
John Franco, Director of Meetings and Convention
Eli P. Howard, III, Executive Director of Technical Services
Linda M. Jennings, Executive Director of Market Sectors & Construction Technology
Stan Kolbe, Executive Director of Government & Political Affairs
Jason Watson, Executive Director of Labor Relations

Legal Counsel:

Daniel R. Kelly, SMACNA General Counsel, Felhaber Larson, Minneapolis, MN

Guests

Michael Coleman, General President, SMART, Washington, D.C. (attended a portion of July 18 session)

Paul F. Klaus (Chalaine), Chair, Council of Chapter Representatives, St. Louis, MO

Jeff McConnell, CFA, The Dobbs Group at Graystone Consulting, Indianapolis, IN (attended a portion of July 17 session)

Darryl Roberts, Assistant to the General President, SMART, Washington, D.C. (attended a portion of July 18 session)

B. Expression of Appreciation

President Kocurek thanked the following Board members for their service on the Board during their four-year terms which concluded with the July board meeting:

Ms. Erickson

Mr. Wiesbrook

Mr. Hubber

Mr. Greenwood

Mr. Attaway

C. Call for Additional Agenda Items

President Kocurek requested Board members identify new business items not already covered in the agenda.

II. Consent Agenda

A motion was made, seconded and passed to approve the Consent Agenda as presented.

III. Strategic Discussion – Presentation by Jeff McConnell, CFA, The Dobbs Group at Graystone Consulting.

Mr. McConnell, the Vice President, Director of Investments, and Chief Operating Officer of the Dobbs Group, which manages the Reserve Fund for both SMACNA and the New Horizons Foundation, provided an update regarding the performance of the SMACNA Reserve Fund and the New Horizons Reserve Fund and provided general observations regarding the state of the economy.

IV. Operational Agenda

A. Financial – Secretary-Treasurer Martin/Mr. Hilger/Ms. Blanscett

Messrs. Martin and Hilger and Ms. Blanscett provided the following financial update:

1. Year-to-Date Financial Statement
2. Year-to-Date IFUS Dues
3. 2023 Budget Adjustments

The Board considered a resolution approving mid-year budget adjustments, increasing the 2023 budget by \$201,800.

A motion was made, seconded and passed to approve the mid-year budget adjustment as presented.

B. Industry Updates

1. New Horizons Foundation – Mr. Hilger.
2. ITI/NEMI/SMOHIT Update – Mr. Cramer gave an update regarding ITI/NEMI/SMOHIT. Mr. Cramer stressed the excellence of the staff working for the Funds.

At the request of counsel for the ITI/NEMI/SMOHIT Fund, the Board considered language which would allow the co-chairs of each fund to serve as Alternate Trustees. Subject to approval of specific language by SMACNA’s counsel, the Board resolved to authorize an amendment to the trust documents to allow the co-chairs to serve as Alternate Trustees.

A motion was made, seconded and passed to approve the language.

3. SMACNA/NECA/MCAA – Mr. Hilger and Ms. Jennings provided the Board with a brief update regarding ongoing discussions with NECA and MCAA regarding possible collaboration on future projects.

C. Board Liaison Reports

Mr. Kocurek and Mr. Hilger provided updates regarding the engagement between Board members and specific Chapters. Mr. Kocurek encouraged Board members to reach out to their assigned Chapters to further engage the Chapters and their Members in SMACNA activities.

D. June Council of Chapter Representatives Report

Mr. Klaus provided an update regarding the June Council of Chapter Representatives meeting. Mr. Klaus listed the following presentations received by the Council:

- Regulatory Update relating to Davis-Bacon, PLAs and Independent Contractor Rule
Grant Collins, Felhaber Larson
- Best Practices Resources for Recruiting
Maggie Powers, SMACNA National, Assistant Director of Labor Relations
- ITI/NEMI/SMOHIT Strategic Plans Update
Mr. Hilger, SMACNA National and Dan McCallum, International Training Institute
- ITI, NEMIC, and SMOHIT Funds and How They Can Support SMACNA Contractors
Dan McCallum, International Training Institute
- NPF Update
Lori Wood, National Pension Fund
- Risk Managing Your Fleet
Becky Rauen, Federated Insurance and Mr. Collins, Felhaber Larson
- Overview of SMACNA Chapter Education Programs
Ms. Blanscett, SMACNA National, Executive Director, Operations
- Onboarding New Board Members and Making Sure They are Engaged and Informed
Cheryl Sprague, SMACNA Sacramento Valley and Mr. Kelly, Felhaber Larson
- Workforce Management & Workforce Planning
Brian Calcagno and Ryan Wolkey, Procure
- Legislative Update
Mr. Kolbe, SMACNA Capitol Hill, Executive Director, Legislative & Political Affairs
- PBGC Update
Ms. Blanscett, SMACNA National, Executive Director, Operations
- Chapter Financials and the Importance for Your Board
Nadine Witchel, FCPA, FCGA, Zen Zero
- Federal Contractors and the Cannabis Industry: State Marijuana Laws May Pose Security Clearance Problems for Contractors
Mr. Collins, Felhaber Larson

Mr. Klaus also thanked the Board for approving the action item identified by the Council at its prior meeting to approve a study relating to the labor costs of installation of walls prior to the installation of HVAC systems.

E. Leadership

1. 2025 Board Meeting Locations.

A motion was made, seconded and passed to approve the following Board Meeting locations:

2024 Sites: January – Costa Rica/July – Quebec, Canada

2025 Sites: January – Puerto Rico/July – Jackson Hole, WY

2. Report of Officer Nominating Committee and Election Officers – President-Elect Duncan gave the report of the Officer Nominating Committee and advised the Board that the Committee nominated the following officers to begin terms immediately following the Annual Meeting:

Immediate Past President: Anthony Kocurek
President: Carol Duncan
President-Elect: Thomas E. Martin
Secretary Treasurer: Todd Hill
Vice-President: Scott Vidimos

A motion was made, seconded and passed to approve the slate of officers nominated by the Officer Nominating Committee.

F. 2023 Annual Convention Update

Mr. Hilger and Mr. Franco provided an Annual Convention update. The Convention is sold out. Rooms have been added at the convention site as well as off-site. In addition, staff and support personnel have been moved to off-site locations to make more rooms available for members.

Mr. Hilger reported that a clay shooting event would occur at the Convention this year.

G. Operations, Membership & Education

Ms. Blanscett and Mr. Hilger provided the Board with an update regarding the status of the New Orleans Chapter. Based upon that update, the Board considered the future of the Chapter as well as the individual contractors within the Chapter.

A motion was made, seconded and passed for the Board to accept the relinquishment of the Chapter Charter by the New Orleans Chapter and approve, for direct membership, any contractor which was previously a member of the New Orleans Chapter and seeks direct membership with SMACNA.

Ms. Blanscett then provided an update regarding the Operations, Membership and Education Department of SMACNA. Specifically, Ms. Blanscett described the Department's goals to modernize SMACNA's internal systems, including its financial management system and association management system, expand its Chapter Executive education, expand education offerings for all SMACNA Members, continue to work collaboratively with SMART on BE 4 ALL, Partners in Progress, and Emerging Leaders, and continue to strengthen the Premier Partner and Associate Member programs and relationships.

Ms. Blanscett reported that SMACNA's new financial management system went live in May 2023, on time and on budget. She also described the progress the Operations Department was making on its other technology initiatives. Ms. Blanscett asked for Board cooperation in ensuring that each Board Member updated the member profile for their respective company and ask their employees to do the same. She also requested that the Board encourage their Chapter Executive to attend educational opportunities and share with contractors why having a strong, active and educated Executive is beneficial to their local Chapter.

Ms. Blanscett also updated the Board on the BE 4 ALL program and asked for active participation in achieving its objectives.

H. Market Sectors, Councils, Construction Technology & Safety

Ms. Jennings informed the Board that SMACNA had hired two new employees in her department, Travis Voss, Director of Innovative Technology and Fabrication, and Sushma Dhakal as an Administrative Assistant. Ms. Jennings provided an update regarding various activities in which her department was engaged. She informed the Board that the Contractor Operations Manual Task Force would become a standing committee and would be retitled the Contractor Operations Committee. She discussed the work for the Construction Technology Committee and the upcoming MEP Innovations Conference, the FAB Form, and projects in which the Construction Technology Committee was engaged.

Ms. Jennings previewed the convention program for the Board and concluded her remarks by describing ongoing projects, including a reference manual for labor units, expanding and strengthening peer groups, and updating contracts bulletins.

I. Technical Services

Mr. Howard discussed in detail the work being performed in the following five primary areas of his department:

1. Technical Standards, Manuals and Guidelines;
2. Technical Resource Bulletins;
3. Industry Advocacy;
4. Industry Education; and
5. SMACNA Testing and Research Institute.

He provided an update regarding the status of a number of manuals, standards and guides on which his department was working. Mr. Howard also discussed the work being performed by Task Forces devoted to specific industry areas.

With respect to industry advocacy, Mr. Howard described his efforts to table Ashrae's SSPC 90.1 Duct Leakage Proposal. He also provided a summary of other industry advocacy and education efforts in which his department engaged.

Mr. Howard described the industry education efforts in which he and the members of his department will be engaged in the second half of 2023, which included a number of on-sight education events located in multiple Chapters.

Finally, Mr. Howard described ongoing work by the SMACNA Testing and Research Institute.

J. Communications and Marketing

Susannah Forde, the new Executive Director of Communications and Marketing for SMACNA, introduced herself to the Board. She provided a description of her industry background. Ms. Forde described her priorities for 2023-2024, which include improved communications throughout the organization and, specifically, with the Executive Directors of SMACNA's internal departments; strategic marketing planning for all programs/events; standards promotion; educational program support; streamlining external communications; launching a new website; stronger engagement with Premier and Associate Members; and use of internally produced videos.

K. Labor Relations

Mr. Watson provided an update regarding the work in which SMACNA's Labor Department was engaged. He provided a SMACNA update describing SMACNA's work on regulatory issues of mutual interest to SMACNA and SMART, his participation in the White House Heat Pump Task Force, the White House Workforce Task Force, the Better Air and Buildings and Rewiring America groups. Mr. Watson described SMACNA's ongoing support for the nomination of Jessica Looman to serve as Administrator of the wage and hour division of the Department of Labor and provided a status update regarding the nomination of Deputy Labor Secretary Julie Su to head the Department of Labor. Mr. Watson discussed ongoing projects, including development of a cannabis white paper addressing the SF-86 Form and the creation of a state marijuana database of regulations and laws.

Mr. Watson provided an update regarding staffing changes including the addition of Julie Marnell, a Manger in the Labor Relations Department, who returned to SMACNA. One of Ms. Marnell's first tasks after her return to SMACNA was to finalize the history of the Standard Form Union Agreement.

Mr. Watson also provided a SMART update describing various personnel changes within SMART. Mr. Watson provided a status update regarding the 2023 negotiations. He also provided an update regarding National Pension Fund contribution rates. Mr. Watson concluded his comments by describing the upcoming Labor Relations programs.

L. Government Relations

Mr. Kolbe gave a brief update regarding government relations. Mr. Kolbe provided a Governmental and Political Affairs Report covering both United States and Canadian affairs. Mr. Kolbe discussed the status of the Davis-Bacon regulations, the Project Labor Agreement regulations, independent contractor updates, registered apprenticeship updates, and prevailing wage treasury guidance. He also described his focus on the following key issues:

1. Chips 1.0;
2. Chips 2.0;
3. Infrastructure building provisions; and
4. Building efficiency and tax incentives regulations.

Mr. Kolbe also discussed the status of the SMAC PAC and the Congressional Insiders Club. Relatedly, Mr. Kolbe described SMACNA's efforts to obtain prior approvals to allow SMACNA to keep members informed regarding governmental affairs. Mr. Kolbe concluded his comments by describing the numerous ways in which SMACNA has engaged with members of congress, the White House, and various federal agencies.

V. SMART General President – Michael Coleman, General President, SMART, Washington, D.C. and Darryl Roberts, Assistant to the General President, SMART, Washington, D.C.

Mr. Martin introduced Mr. Coleman and Mr. Roberts. Mr. Coleman, who became General President of SMART effective June 1, 2023, introduced himself and discussed his background with the Board. Mr. Coleman provided an update regarding the state of the industry and discussed initiatives on which SMART and SMACNA are working jointly, including the Mega Project Task Force and BE 4 ALL. Mr. Coleman also discussed workforce issues and encouraged contractors to contact SMART as early as possible with respect to workforce shortages or large or Mega Projects. Mr. Coleman also discussed the National Pension Fund's recent decision to allow retired workers to return to work in areas specifically approved by the NPF trustees as areas with a workforce shortages impacted by one or more Mega Projects. With the assistance of Mr. Roberts, Mr. Coleman responded to questions from the Board.

VI. Open Discussion

The Board held a general discussion relating to the positive industry outlook and overall position of the industry within the economy.

VII. There being no further business, the meeting moved into Executive Session with the CEO and Board only.

A motion was made, seconded and passed to adjourn the Board Meeting.

**THE SHEET METAL AND AIR CONDITIONING CONTRACTORS’
NATIONAL ASSOCIATION, INC.
(SMACNA)
EXECUTIVE COMMITTEE MEETING
October 14, 2023
Phoenix, Arizona**

I. CALL TO ORDER

A meeting of the SMACNA Executive Committee was held on October 14, 2023 at The JW Marriott Phoenix Desert Ridge Resort & Spa, Phoenix, Arizona. President Tony Kocurek called the meeting to order at 8:06 a.m., Arizona Time.

ATTENDEES:

Members of the Executive Committee:

Anthony Kocurek – President
Carol Duncan – President-Elect
Tom Martin – Secretary-Treasurer
Todd Hill – Vice-President
A. Scott Vidimos – Vice President Elect
Aaron Hilger – Chief Executive Officer

Staff and Legal Counsel:

Joye Blanscett – Executive Director of Operations
Susannah Forde – Executive Director of Communications & Marketing
Eli P. Howard, III – Executive Director of Technical Services
Linda Jennings – Executive Director of Market Sectors & Construction Technology
Stanley E. Kolbe, Jr. – Executive Director of Government and Political Affairs
Jason Watson – Executive Director of Labor Relations
John Franco (for a portion of the meeting) – Director, Meetings and Convention
Daniel R. Kelly, Felhaber Larson – SMACNA General Counsel

- A. Request for New Business Items. President Kocurek requested new business items. None were presented.
- B. Convention Review. Mr. Franco provided a summary of convention attendance and provided the convention schedule for the Executive Committee.

II. FINANCIAL REPORT

The Committee reviewed and discussed key agenda items:

- A. Year-to-Date Update. Mr. Hilger and Ms. Blanscett provided a year-to-date update regarding SMACNA’s financials.

- B. 2024 Budget Considerations. Mr. Hilger and Ms. Blanscett discussed the 2024 budget considerations. Mr. Hilger indicated that staff costs may increase some as certain budget items, including costs associated with marketing consultants, will be taken in-house, meaning that staff costs may increase but the overall budget amount devoted to marketing would be approximately the same. Mr. Hilger and Ms. Blanscett indicated that SMACNA intended to continue to expand education programs as well as increase the number of times the most popular programs are provided.

The Executive Committee discussed an hours assumption for 2024 and reached consensus that SMACNA's 2024 budget should assume hours approximately equal to the 2023 hours.

III. DISCUSSION ITEMS

- A. OSHA Heat Standard. Ms. Jennings, Mr. Kolbe, and Mr. Watson discussed an OSHA standard regarding heat safety which SMACNA's regulatory team anticipates will be proposed by Federal OSHA in the near future. The Executive Committee discussed whether and how to comment on the standard once it is proposed by OSHA.
- B. Technical Standards and ASHRAE Decision. Mr. Howard and Mr. Kelly discussed the September 12, 2023 decision of the United States Court of Appeals for the District of Columbia Circuit relating to publication of standards incorporated into law by publicresource.org. After Mr. Kelly gave the Executive Committee a description of the recent decision, Mr. Howard discussed various options SMACNA could adopt in response to the decision. Mr. Howard will gather additional information to be considered by SMACNA staff.
- C. Bylaws Audit. Mr. Hilger and Mr. Kelly previewed for the Executive Committee the possibility that SMACNA should consider revising its Constitution and Bylaws to update various provisions which have become outdated or which are inconsistent with the manner in which SMACNA currently operates. Mr. Hilger and Mr. Kelly will continue to consider the substance and timing of proposing Constitution and Bylaw amendments.
- D. Wage Equalization / FLSA. Mr. Kelly provided the Executive Committee with an update regarding questions received by various contractors relating to wage equalization and the Fair Labor Standards Act.

IV. OPERATIONAL UPDATES

- A. Membership & Operations. Ms. Blanscett reported that the Associate Management Software and Customer Relationship Management Software project is on time with some items not needed until late in the first quarter of 2024 and the overall system

upgrades are expected to be on budget despite cost overruns on the Financial Management Software.

Ms. Blanscett thanked the board for their increased participation with BE4ALL as they have seen a greater engagement since the board meeting. Ms. Blanscett and Ms. Squirewell presented their first Bias and Belonging training in conjunction with harassment and discrimination training in Philadelphia in September. The seminar was well received. Ms. Blanscett and Ms. Squirewell are looking for opportunities to continue to present and refine it.

The SMART RISE committee wants to present a series of webinars on attributes contractors view as helpful in advancing career opportunities.

Partners in Progress registration is trending above normal.

Accelerate Your Career is going well with good attendance and good feedback from Chapter Executives.

- B. Labor Relations. Mr. Watson provided the Executive Committee with an update on ongoing activities with SMART and relationships with key SMART personnel. Additionally, Mr. Watson shared updates regarding SMACNA, 2023 bargaining, NJAB and current departmental projects.
- C. Technical Services. Mr. Howard discussed the pending projects for the fourth quarter of 2023, including the completion of both the HVAC Duct Systems Design Manual and HVAC Testing, Adjusting & Balancing Manual for publication; Release of the HVAC Duct-U-Lator App for SMACNA Members; Commencement of 45-Day Public Review of both the Sound & Vibration and Seismic Restraint Manual.
- D. Market Sector Councils. Ms. Jennings provided a thorough written report to the Executive Committee. In addition, Ms. Jennings' oral report focused on developing SMACNA's response to the impending OSHA Heat Standard. The Executive Committee considered whether SMACNA should:
 - 1. Create a protocol for SMACNA members, what to do and how to handle the standard once it is official;
 - 2. Lobby for a CBA exception;
 - 3. Demonstrate to OSHA that we are good actors and that we train extensively on this issue; and
 - 4. Develop a webinar on Best Practices on Heat Illness.
- E. Communications/ Marketing. Ms. Forde described the following projects on which the Communications team is working:
 - 1. In partnership with IT, distributing an RFP for a website redesign. This will be a priority for the remainder of 2023 and 2024, with an estimated launch late 2024.

2. Streamlining vendors to reduce budgets, build internal staff and increase the marketing teams' capabilities.
 3. Creating a Be4All microsite in partnership with SMART. Estimated launch to coincide with new AMS/Q1 2024.
 4. Increasing efforts around thought leadership to promote SMACNA, the Board of Directors, Executive Committee, and its members.
 5. Increasing production of video content across websites and social media platforms.
- F. Government Relations. Mr. Kolbe presented an overview of the recent developments in the government and political affairs department since the Board's last meeting and addressed the coming priorities in Congress and the regulatory agencies for the rest of the year. While many challenges to recently enacted SMACNA priorities in the labor management arena were offered in detail, a significant number of priority opportunities were also discussed. These included: extending the research and development credit and the IRS 179 equipment expensing provision, passing federal contract change order reform, enacting the SAFE Banking legislation, and commenting on numerous regulatory measures.
- G. SMAC PAC. In addition to the legislative and regulatory discussion, an overview of the SMAC PAC fundraising and prior approval efforts were presented with highly positive results achieved on many levels. Highlights included the recent raising of additional new Club funds, to a major updating of the PAC and prior approval databases utilizing administrative fund resources.

V. **OLD BUSINESS.** None.

VI. **ADJOURNMENT**

The meeting adjourned to Executive Session at 11:15 a.m. Arizona Time.

The Executive Committee reconvened at 8:12 a.m. on October 16, 2023, and concluded at 8:30 a.m.

**THE SHEET METAL AND AIR CONDITIONING CONTRACTORS’
NATIONAL ASSOCIATION, INC.
(SMACNA)
EXECUTIVE COMMITTEE MEETING
January 13, 2024
Peninsula Papagayo, Costa Rica**

I. CALL TO ORDER

A meeting of the SMACNA Executive Committee was held on January 13, 2024 at Andaz Costa Rica Resort at Peninsula Papagayo, Costa Rica. President Duncan called the meeting to order at 8:00 a.m., Central Time.

ATTENDEES:

Members of the Executive Committee:

Carol Duncan – President
Tom Martin – President-Elect
Todd Hill – Secretary-Treasurer
Tony Kocurek – Immediate Past President
Aaron Hilger – Chief Executive Officer

Staff and Legal Counsel:

Susannah Forde – Executive Director of Marketing & Communications
Eli P. Howard, III – Executive Director of Technical Services
Jason Watson – Executive Director of Labor Relations
Joye Blanscett – Executive Director of Operations
John Franco - Director, Meetings and Convention
Linda Jennings - Executive Director, Innovation, Integration and Learning
Daniel R. Kelly, Felhaber Larson – SMACNA General Counsel

II. REQUEST FOR NEW BUSINESS

President Duncan requested new business items. Mr. Martin requested time to discuss SMART/SMACNA partnership of a national level.

III. OVERVIEW OF BOARD AGENDA DISCUSSION ITEMS

Mr. Hilger provided an overview regarding the following agenda items for discussion:

- A. Donation Request from Heavy Metal. A Motion was made, seconded and approved to donate \$50,000 annually, for the next 5 years, to Heavy Metal from the Labor Management Cooperation Committee.

- B. SMART's Maternity Leave Program. The Executive Committee discussed SMART's Maternity Leave proposal and directed staff to work with SMART to find ways, other than direct funding, to support the maternity leave program.
- C. Appointment of Legal Counsel. The Executive Committee recommend that the Board approve Felhaber Larson as Legal Counsel.
- D. Appointment of the Officer Nominating Committee. President Duncan nominated the following individuals to serve, in addition to Mr. Martin and Scott Vidimos, on the Officer Nominating Committee:
 - 1. Todd Byxbe;
 - 2. Roy Jenson; and
 - 3. Dan Monahan.
- E. Annual Convention Update and Increase in Registration Fees. Mr. Hilger and Mr. Franco discussed enhancements to the upcoming convention, including adding breakfast each morning of the convention and restructuring the program for Monday night. Mr. Franco also provided updates regarding speakers and entertainment. Mr. Kolbe also discussed the PAC fundraising during the convention. Mr. Franco discussed the need for an increase in registration fees.
- F. Financial Update. Mr. Hill, Ms. Blanscett and Mr. Hilger provided a brief financial update and discussed the 2024 SMACNA budget.
- G. Strategic Plan. Mr. Hilger reported that SMACNA has made progress toward accomplishing the goals set forth in SMACNA's strategic plan. Ms. Blanscett discussed increasing engagement with Chapters which have not historically been active Chapters.
- H. Member Engagement. Mr. Hilger and Ms. Blanscett discussed initiatives aimed at increasing membership and engagement among nonmember IFUS contributors.
- I. Associate Membership. Mr. Hilger and Mr. Howard discussed developing additional classifications of Associate Memberships.
- J. Artificial Intelligence. Mr. Hilger and Mr. Howard discussed the use the impact of artificial intelligence on the use of SMACNA specifications.

IV. OPERATIONAL UPDATES

- A. Financial Update. Mr. Hill and Mr. Hilger provided a financial update.
- B. Operations, Membership & Education. Ms. Blanscett provided an update regarding operations, membership and education. Ms. Blanscett provided an update regarding

the new internal technologies and processes, with a focus on the Association Management Software. Additionally, Ms. Blanscett discussed the efforts around enhancing our membership department which in 2024 will include beginning personal outreach to non-engaged members, improve the volunteer experience to bring more transparency to opportunities that currently exist as well as identify micro-volunteering opportunities we can offer. BE4All's 2024 plan will be covered with details shared on the rapid response protocol roll-out. Lastly, Ms. Blanscett provided an update regarding the dissolution of the Idaho chapter, the merger of the Illinois chapters and the international membership applications that were provisionally approved.

C. Labor Relations Update. Mr. Watson provided the Executive Committee with an update on the 2024 Labor Relations department priorities, staff changes at SMART, ongoing collaborative communication efforts between SMACNA and SMART, joint regulatory efforts, results of collective bargaining activities for 2023, upcoming SMACNA labor related educational programs and the activities of the Best Practices task force.

D. Innovation, Integration and Learning.

Ms. Jennings provided an overview of department activities and discussed moving toward a culture of innovation and integration.

Ms. Jennings described innovating Market Sector Councils through deeper conversations within the councils, integrated thought leadership between departments, and innovative projects to help SMACNA contractors raise the bar.

Ms. Jennings also provided a brief review of the following Innovations in Technology initiatives:

- Fab Forum
- MEP Innovation Conference
- Construction Technology Survey
- Technology Playbook
- Contractors Operations Hub Podcasts

She also discussed Innovations in Safety: Safety Awards Program, noting, deficiencies in the previous program and explaining how the new program addresses those deficiencies.

Ms. Jennings also described Innovations in Education:

Vision: SMACNA has a robust offering of educational opportunities for members and their employees, that can be path driven, and delivered directly from SMACNA programming, through virtual content, and/or via SMACNA chapters.

New programs to be developed include fabrication and manufacturing, lean techniques/quality control, and construction technology.

New BMU Master's Class to include leadership development, marketing and communication development, emotional intelligence, diversity training.

Advanced Supervisory Training Academy

Focused programs for emerging company leaders – how to be a leader when you're not in charge, mastering what the masters know, how to get the most out of a mentorship as a mentee.

- K. Technical Services. Mr. Howard provided the Executive Committee with an update regarding SMACNA's Technical Services Department. He discussed cover two new manuals being released this month, the HVAC Systems Duct Design Manual and the Testing, Adjusting & Balancing Manual. Mr. Howard also discussed the 2024 outlook for technical standards, building code changes, educational programs and Testing & Research Institute applications.
- L. Marketing and Communications Department. Ms. Forde provided the Executive Committee with an update regarding SMACNA's Marketing and Communications Department. Ms. Forde provided an overview of results for 2023, including multi-media (podcasts, videos, webinars), social media, media relations/PR, thought leadership, IAQ and creative projects. She also highlighted 2024 key initiatives, including a new website, AMS launch support and collaboration with Labor Relations and SMART.
- M. Government Relations. Mr. Kolbe presented an overview of the recent developments in the government and political affairs department since the Executive Committee's last meeting and addressed the coming priorities in second session of the 118th Congress and the regulatory agencies for the rest of 2024. Many challenges to recently enacted SMACNA priorities in the labor management arena were offered in detail and a significant number of priority opportunities were also discussed. These included: extending the Research and Development credit and the IRS 179 equipment expensing provision, passing federal contract change order reform, enacting the SAFE Banking legislation, and commenting on numerous regulatory measures.

In addition to the legislative and regulatory discussion, an overview of the SMAC PAC fundraising and prior approval efforts were presented with highly positive results achieved on many levels. Highlights included the recent raising of additional new Club funds and a major updating of the PAC and prior approval databases utilizing administrative fund resources.

V. INDUSTRY UPDATES

- A. New Horizons Foundation. Mr. Hilger gave an update regarding the New Horizons Foundation.
- B. ITI/NEMI/SMOHIT. Mr. Hilger provided an ITI/NEMI/SMOHIT update.
- C. SMACNA, NECA, AND MCAA. Mr. Hilger provided an update regarding the SMACNA's ongoing interactions with SMACNA, NECA and MCAA.

VI. ADJOURNMENT

The Executive Committee held a brief executive session after which the meeting adjourned.

Respectfully submitted,

Daniel R. Kelly
Recording Secretary