



Two Park Avenue

tel 1.212.591.7000

New York, NY

fax 1.212.591.7674

10016-5990 U.S.A.

www.asme.org

**2018-2019 BOARD OF GOVERNORS
JW Marriott Grande Lakes, Orlando, Florida
June 2, 2019**

MINUTES

Attendance during the open session was as follows:

Board of Governors

President: Said Jahanmir
Immediate Past President: Charla K. Wise
President-Elect: Richard Laudenat
Governors: Stuart Cameron, Joe Fowler, Robert E. Grimes, Mahantesh Hiremath, Michael Molnar, Karen J. Ohland, Mary Lynn Reaff, Karen Thole, William J. Wepfer
Governors-Elect: Todd Allen, Laura Hitchcock, Tom Kurfess

Other Officers

Senior Vice Presidents: Sam Korellis, Standards and Certification Sector
Kalan Guiley, Public Affairs and Outreach
Richard C. Marboe, Technical Events and Content
Callie Tourigny, Student and Early Career Development
Senior Vice President-Elect: George Papadopoulos, Technical Events and Content
Secretary and Treasurer: Bryan A. Erler
Executive Director/CEO: Thomas Costabile
Assistant Secretary/General Counsel: John Delli Venneri
Assistant Treasurer: William Garofalo
Corporate Counsel: John Sare

Committee Chairs

Betty Bowersox Committee on Finance and Investments
John Mulvihill Group Engagement Committee
Fred Stong Committee on Organization and Rules

Other Guests

Frank Adamek Chair, Foundation Committee on Finance & Investments
Howard Berkof* Chair, Presidential Task Force on Nomination Process
Andy Bicos Member, Committee on Government Relations
John Blanton Roe Lecturer Honors Committee
Pasquale Dell'Aquila Project Management Consultant
Yogi Goswami Chair, Thermal Storage Standards Committee
Mindy Grinnan Member, Committee on Government Relations
Roy Hogan ESS SLT Chair

Amos Holt	Past President, 2009-2010
Lorna Holt	BOG ECLIPSE Intern, 2019-2020
Michael Johnson	Consultant
Mohammad Mahinfalah	Group Engagement Committee
Frank Michell	ECS Leader
Columbia Mishra	ECLIPSE Intern, 2019-2020
Tom Pestorius	Chair, ASME Foundation
Vickie Rockwell	Past President, 2011-2012
Michael Roy	Group Engagement Committee
Parisa Saboon	ECLIPSE Intern, 2019-2020
Terry Shoup	Past President, 2006-2007
Bob Simmons	Past President, 2010-2011
Susan Skemp	Past President, 2002-2003
Steven Wallace	Council on S&C, B51 Chair

Staff

Mandi Bergenfeld	Enterprise, Technical Trainer & Help Desk Manager
RuthAnn Bigley	Coordinator, Governance
Peter Cestaro	Director, Benefits & Payroll
Michael Cowan	Director, Strategic Communications
Gretchen Crutchfield	Development Specialists, ASME Foundation
Tim Graves	MD, Technical Events and Content
Karl Hafner	Sr. Technical Support
John Hasselmann	MD, Global Public Affairs
Heidi Hijikata	Director, International Relations
Dennis Kilian	MD, Corporate Sales
Phyllis Klasky	Director, Events Management
Tom Meehan	Controller
Josh Olesker	Manager, Executive Communications
Jeff Patterson	Chief Operating Officer
Allian Pratt	Managing Director, Global Alliances & Board Operations
Claire Ramspeck	MD, Standards
Laurel Raso	Assoc. Executive Director, Human Resources & Facility Operations
Vivian Rogan	Executive Assistant to ED/EO
Karen Russo*	Director, Board Operations & Outreach
David Soukup	Managing Director, Governance

**Attendance via phone*

1. Opening of the Meeting

- 1.1. Call to Order: On June 2, 2019, a meeting of the Board of Governors of the American Society of Mechanical Engineers was held at the JW Marriott Grande Lakes in Orlando, Florida. All members of the Board were present, and the meeting was called to order by President Jahanmir at 9:00 AM Eastern Daylight Time.

- 1.2. Adoption of the Agenda: The Board voted to adopt the agenda as circulated on May 17, 2019.

- 1.3. Announcements: President Jahanmir welcomed all to the meeting and acknowledged the guests in the room, including Past Presidents Amos Holt, Vickie Rockwell, Keith Roe, Terry Shoup, Bob Simmons, Susan Skemp, and Reggie Vachon.
- 1.4. President's Remarks: President Said thanked everyone again for all their work throughout the year and taking the time to be in Florida. He stated that during the April Board meeting, several important decisions were made with follow up documentation expected in September. He acknowledged that John Mulvihill is putting together the structure for the new sector, and work is continuing with Rick Marboe and George Papadopoulos with TEC. Outreach to the 36 divisions will take place to make sure they understand what is going on and select which part of the sector they want to belong to. In addition, three committees— Industry Advisory Board (IAB), Diversity and Inclusion Strategy Committee (DISC) and Volunteer Leadership Training (VOLT)—were voted to functionally report to the board. The modification of the By-laws, Operating Guides, etc. has begun.
- 1.5. Executive Director/CEO's Remarks: Tom Costabile began by welcoming everyone to Florida. He mentioned that 380 days have gone by since he started with ASME and thanked everyone for their support and making FY19 a remarkable year. He noted that during today's meeting, Josh Heitsenrether will showcase our new website. In addition, Josh and his team are working on the new membership model. Details will be out soon which will include a Listserv program.

Mr. Costabile advised that on Wednesday, the Board members will hear about strategy and continuity. It is now time to sit down and focus on the strategy, as the Board should spend 50 per cent of their time on strategy and how to implement. For the remainder of Wednesday's meeting, Mr. Costabile stated that Michael Johnson will provide his initial assessment on ASME's strategy; Anand Sethupathy will present an update on Social Return on Investment and Laura Hitchcock will provide an update on the global strategy.

Mr. Costabile advised that there is a lot on the agenda—mainly, a lot of positive interaction. Together with the ASME staff, he continues to reach out to the younger group at ASME Connect events. As a result, almost 3,000 new student applications have been received. He also confirmed that the staff culture survey was finished last week and is pleased to report that there is a rise in the score in all 12 categories.

1.6. Consent Items for Action:

The Board voted to approve the following items on the consent agenda:

- 1.6.1. Approval of Minutes from April 8, 2019 Meeting
- 1.6.2. By-Law Amendments on Chief Financial Officer
- 1.6.3. By-Law Amendments on Philanthropy Committee
- 1.6.4. By-Law Amendment – Senior Vice Presidents
- 1.6.5. Pension Plan Trustee Members
- 1.6.6. Proposed Appointments – Sectors/Committees

2. Open Session Agenda Items

- 2.1. Presidential Task Force on Nomination Process Final Report: The Board received a final report of the Task Force from Howard Berkof, Chair of the Presidential Task Force on the nomination process. He provided a summary of some actions taken by

the Task Force and some recommendations for consideration. A request was made to add a copy of the job descriptions developed by the Task Force to the appendices. (Appendix 2.1)

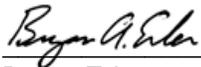
- 2.2. Foundation Case for Support: Kathleen Lobb and Anand Sethupathy provided a high-level overview of the newly drafted Case for Support that the Foundation will use to solicit funds. (Appendix 2.2)
- 2.3. ASME Programs Update: Anand Sethupathy presented an update of the ASME Programs to the Board and stated that some items were mentioned in the previous presentation. He discussed the thought process with the programs portfolio which provides a vision for the future of ASME programs. (Appendix 2.3)
- 2.4. ASME.org Update: One of the projects currently underway is the revitalization of the ASME.org website. Josh Heitsenrether provided a summary on the upgrades of the new website and what can be expected by the scheduled launch of Phase One on the 28th of June. (Appendix 2.4)
- 2.5. ED/CEO Q3 Update & Fiscal Year End Projections: Tom Costabile provided a summary of the 3rd quarter update and year end projections of his goals. (Appendix 2.5)
- 2.6. Standards & Certification Senior Vice President Recommendation: Sam Korellis advised the Board that after careful consideration, the Council on Standards and Certification recommends Thomas Pastor as the next Senior Vice President for the Council. (Post Meeting Note: In closed session, the Board appointed Thomas Pastor as the Senior Vice President for the Council on Standards and Certification, 2020-2023.)
- 2.7. Comments from Outgoing Board Members and ECLIPSE Intern: Charla Wise, Mahantesh Hiremath, Karen Ohland, Bill Wepfer, Rick Marboe and Khosro Shirvani expressed their deep and heartfelt appreciation for the experience in serving in their respective roles.
- 2.8. Reflections on the Past Year Said Jahanmir shared that a lot of work has been done during the past two years and he is pleased with the progress. The close collaboration between volunteers and staff has been significant, and he looks forward to seeing the implementation of some of the work. He thanked everyone for helping to make some of the great changes within ASME.

3. Open Session Information Items:

Dates of Future Meetings

DATE	DAY	TIME (local time)	LOCATION
July 8-10, 2019 Planning Meeting	Monday- Wednesday	July 8: beginning at 12:00 PM July 10: ending at 12:00 PM	Newport, Rhode Island
September 25, 2019	Wednesday	10:00 AM – 12:00 PM	Conference Call
November 10, 2019	Sunday	8:30 AM – 4:30 PM	Salt Lake City, Utah
June 14, 2020	Sunday	8:30 AM – 4:30 PM	Boston, Massachusetts
June 17, 2020*	Wednesday	10:00 AM – 3:00 PM	Boston, Massachusetts

5. Adjournment: The meeting adjourned on Sunday, April 2, 2019 at 4:03 PM Eastern Daylight Time.



Bryan Erler
Secretary

List of Appendices

- 1.6.1. Approval of Minutes from April 8, 2019 Meeting
- 1.6.2. By-Law Amendments on Chief Financial Officer
- 1.6.3. By-Law Amendments on Philanthropy Committee
- 1.6.4. By-Law Amendment – Senior Vice Presidents
- 1.6.5. Pension Plan Trustee Members
- 1.6.6. Proposed Appointments – Sectors/Committees
- 2.1. Presidential Task Force on Nomination Process Final Report
- 2.2. Foundation Case for Support
- 2.3. ASME Programs Update
- 2.4. ASME.org Update
- 2.5. ED/CEO Q3 Update & Fiscal Year End Projections

**ASME Board of Governors
Agenda Item
Cover Memo**

Date Submitted: May 1, 2019
BOG Meeting Date: June 2, 2019

To: Board of Governors
From: Fred Stong, COR Chair

Agenda Title: Chief Financial Officer

Agenda Item Executive Summary:

The attached By-Law amendments reflect a change in the title from Assistant Treasurer to Chief Financial Officer. The duties of the Chief Financial Officer have been updated.

Other amendments reflect a change in the title of the Second Assistant Treasurer to Assistant Treasurer. The duties of the Assistant Treasurer have been updated.

Proposed motions for BOG Action:

To approve for first reading the changes to By-Laws B4.1, B4.3, B4.4, B5.2 and B6.2.

Attachments: Document attached.

B4.1 GOVERNMENT

- B4.1.1.1 The Society and its individual members shall be governed by this Constitution and these By-Laws and by the current Society Policies and procedures established by the Board of Governors, including any amendments that may be made from time to time.
- B4.1.1.2 Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c) 3 of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c) 3 or corresponding provisions of any subsequent Federal tax laws.
- B4.1.2.1 Each unit of the Society may specify the requirements for a quorum of that unit in its By-laws, Rules and Procedures or Operation Guide. If no quorum requirements are specified a quorum shall be one half or more of the voting members of the unit.
- B4.1.2.2 Every question which shall come before a meeting of any unit of the Society shall be decided by a majority of the votes cast, unless otherwise provided in the Constitution and By-Laws, by the Society Policies, or by the laws of the State of New York.
- B4.1.3 The rules contained in the latest edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable, when not inconsistent with the Constitution or By-Laws of this Society.
- B4.1.4.1 An Annual Report shall be prepared for the fiscal year ending on June 30.
- B4.1.4.2 The material included in the portion of the report covering the Society year shall show the following in appropriate detail:
- a. A report by the President;
 - b. A listing of the Society Officers;
 - c. Summaries of major Society activities; and
 - d. A listing of recipients of Society awards
- B4.1.4.3 The material included in the portion of the report covering each fiscal year shall show the following in appropriate detail:
- a. The number of Society members at the beginning and end of the fiscal year and a statement of the place where the names and addresses of the members may be found;
 - b. The assets and liabilities of the Society including trust funds, at the beginning and end of the fiscal year;
 - c. The revenue or receipts of the Society, both unrestricted and restricted to particular purposes, during the fiscal year; and
 - d. The expenses or disbursements of the Society for both general and restricted purposes during the fiscal year.

B4.1.4.4 The financial information described in B4.1.4.3 b, c, and d shall be verified by the President and the Treasurer, subject to completion of the annual audit by the outside auditors who are appointed by the Board of Governors and ratified by the membership at the first Business Meeting of each fiscal year.

B4.1.4.5 At the first Business Meeting of each fiscal year, the Annual Report, including the information described in B4.1.4.2 and B4.1.4.3, as verified according to B4.1.4.4, shall be presented by the Executive Director and Treasurer to the members assembled and made available to the membership. The Annual Report shall be filed with the records of the Society, and either a copy or an abstract thereof entered in the minutes of the proceedings of that Business Meeting.

B4.1.5 Any officer of the Society or member of any sector, board, committee, or other unit of the Society appointed or elected by the Board of Governors or by any unit of the Society may be removed or suspended from such office or membership by the Board of Governors for cause (which shall include, without limitation, violations of fiduciary duty, racial or other improper discrimination, sexual harassment and defamation).

Any officer of the Society or member of such sector, board, committee or other unit of the Society elected by the corporate membership may be removed for cause only by the vote of the corporate membership, but his or her authority to act as such officer or member may be suspended by the Board of Governors for cause.

Removal for cause by the Board of Governors shall require an affirmative vote of seven members of the Board of Governors. Suspension for cause shall require the vote of a majority of the members of the Board of Governors present at the time of the vote, provided that a quorum is present.

Written notice shall be given to the person to be removed or suspended for cause as early as practicable and in any event at least five days before any action is to be taken by the Board of Governors. The person to be removed or suspended for cause shall be given an opportunity to present a defense to the Board of Governors.

B4.1.6.1 If a nominee for the Board of Governors is unable to stand for election, the Nominating Committee shall recommend to the Board of Governors another nominee to fill the slate.

If a person elected to the Board of Governors is unable to take office, the Board of Governors shall fill the vacant position by appointment.

If a vacancy occurs on the Board of Governors after an elected Governor has been seated, the Board of Governors shall fill the vacancy by appointment for the unexpired portion of the term.

B4.1.6.2 In filling the office of President, the procedure shall be as follows: The most recent available past President shall act as President pro tem and shall call an executive session of the Board of Governors within one month after the vacancy in the Presidency occurs, at which session the Board of Governors shall elect a President to complete the unexpired portion of the presidential term. The new President shall be chosen from among those who are past Presidents, past or current senior vice presidents, or past or current members of the Board of Governors.

If for any reason the President-elect is unable to take office or the nominee for President is unable to stand for election, the Nominating Committee shall be convened immediately and select another nominee for the office of President.

Election of a new President-elect shall be by special ballot provided to each corporate member.

B4.1.6.3 If a senior vice president elect is unable to take office, the Board of Governors will appoint another nominee to fill the office. A replacement nominee shall be proposed to the Board of Governors in accordance with the procedures of each sector.

B4.1.6.4 Any vacancy in the office of senior vice president, Executive Director, Secretary, Treasurer, Assistant Secretary, Chief Financial Officer or Assistant Treasurer shall be filled by the Board of Governors.

If a senior vice president position becomes vacant during an incumbent's term of office, the Board of Governors shall fill the vacancy by appointment for the unexpired portion of the term. A replacement nominee shall be proposed to the Board of Governors in accordance with the procedures of each sector.

B4.1.7 An act of the Board of Governors which shall have received the expressed or implied sanction of the corporate membership at the following Business Meeting of the Society shall be deemed to be an act of the Society and cannot afterward be impeached by any member.

B4.1.8 A person shall not be an officer of the Society in two different elective offices at the same time. A person who has been elected to a position of an officer of the Society shall not be nominated for another elective office of the Society if there is any overlapping of the term of the proposed office with the term of the office to which that person has already been elected.

B4.1.9 The Board of Governors may create such special committees as it may deem desirable. The members of such committees shall be appointed by the President with the consent of the Board. Special committees shall have only the powers specifically delegated to them by the Board. If a special committee shall include individuals who are not Governors, it is not a committee of the Board and may not bind the Board.

Each special committee shall serve at the pleasure of the Board. Any or all members of any committee may be removed, with or without cause, by resolution of the Board of Governors, adopted by a majority of the Board.

Any committee may adopt rules governing the method of calling and time and place of holding its meetings. Unless otherwise provided by the Board, a majority of any committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the committee present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall keep a record of its acts and proceedings and shall report thereon to the Board whenever requested to do so.

Any action required or permitted to be taken by the Board or any special committee may be taken without a meeting if all members of the Board or the committee consent in writing or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consent thereto shall be filed with the minutes of the proceedings of the Board or the committee.

Any one or more members of the Board or any special committee may participate in a meeting of the Board or committee by means of a conference telephone, videoconference, or similar communications equipment, allowing all persons participating in the meeting to hear each other at the time, propose, object to and vote on specific actions to be taken by the Board or committee. Participating by such means shall constitute presence in person at the meeting. All members of the Board or any special committee must be given adequate prior notice about the arrangements for such meetings.

- B4.1.10 The Board of Governors may delegate to the sectors and the standing committees of the Board as established in these By-Laws, for a period of one year, specific responsibilities for the management of one or more programs of the Society, subject to the supervision of the Board and to any limitation prescribed by the Board or by applicable law.
- B4.1.11 Members in office shall continue in their respective offices until their successors have been elected or appointed, and have accepted their offices.

B4.3 OFFICERS

B4.3.1 The officers shall perform the duties regularly or customarily attached to their offices under the laws of the State of New York, and such other duties as may be required of them by the Board of Governors or the Constitution and By-Laws.

B4.3.2 The President shall be the chief elected officer of the Society. They shall preside at all Business meetings of the Society and of the Board of Governors, and shall have such other powers and perform such other duties as the Board may from time to time prescribe. The President may not be an employee of the Society.

If the President is unable to preside at any meeting of the Board, the immediate past President shall preside. If that is not possible, the Board shall elect one of its voting members to be Chair of the meeting.

If the President is unable to preside at any Business Meeting of the Society, the immediate past President shall preside. If that is not possible, then the next most-recent available past President shall preside.

The term of the President shall begin at the close of the second Business Meeting of the fiscal year at a time designated by the Board.

B4.3.3 Each senior vice president shall have such powers and perform such duties as the Board of Governors may from time to time prescribe.

B4.3.4.1 The Treasurer ~~shall be the chief financial officer of the Society, and~~ shall have such powers and perform such duties as the Board of Governors may from time to time prescribe. The Treasurer shall supervise, review and audit the activities of the ~~Assistant Treasurer~~Chief Financial Officer in carrying out the assigned duties as generally are incident to the position of ~~Assistant Treasurer~~Chief Financial Officer or as may be otherwise assigned to him or her by the ~~Treasurer or the~~ Board of Governors. The Treasurer shall be a volunteer member of the Society.

B4.3.4.2 The ~~Assistant Treasurer~~Chief Financial Officer shall have charge of all funds and securities of the Society, shall endorse the same for deposit or collection when necessary and deposit the same to the credit of the Society in such banks or depositories as the Board of Governors may authorize. They ~~Chief Financial Officer~~ may endorse all commercial documents requiring endorsements for or on behalf of the Society and may sign all receipts and vouchers for payments made to the Society. They shall have all such further powers and duties as generally are incident to the position of ~~Assistant Treasurer~~Chief Financial Officer or as may be assigned to him or her by the Treasurer or the Board of Governors. In the absence or inability to act of the Treasurer, the ~~Assistant Treasurer~~Chief Financial Officer may perform all the duties and exercise all the powers of the Treasurer. The performance of any such duty shall, in respect of any other person dealing with the Society, be conclusive evidence of their power to act. The ~~Assistant Treasurer~~Chief Financial Officer shall be an employee of the Society. The Chief Financial Officer shall be an employee of the Society whose compensation is set by the Executive Director/CEO.

B4.3.4.3 The Assistant Treasurer shall have all such powers and duties as generally are incident

to the position of Assistant Treasurer or as may be assigned to them by the Secretary or by the Board of Governors. In the absence or inability to act of the Secretary and the Chief Financial Officer, the Assistant Secretary may perform all the duties and exercise all the powers of the Secretary and the Chief Financial Officer. The performance of any such duties shall, in respect of any other person dealing with the Society, be conclusive evidence of their power to act. The Assistant Treasurer shall be an employee of the Society.

B4.3.5 The Executive Director shall be an employee reporting directly to the Board, an ex officio member of the Board of Governors without vote and the chief executive officer of the Society. The Executive Director shall have supervision, direction and management of the business and affairs of the Corporation, including, but not limited to strategy, operations, finance, marketing, human resources and philanthropic efforts. The Executive Director shall have such powers and perform such duties as the Board of Governors may from time to time prescribe.

B4.3.6.1 The Secretary shall have the responsibility for the records of the Society, and shall have such powers and perform such duties as the Board of Governors may from time to time prescribe. The Secretary shall supervise, review and audit the activities of the Assistant Secretary in carrying out the assigned duties as generally are incident to the position of Assistant Secretary or as may be otherwise assigned to him or her by the Secretary or the Board of Governors. The Secretary shall be a volunteer member of the Society.

B4.3.6.2 The Assistant Secretary shall have all such powers and duties as generally are incident to the position of Assistant Secretary or as may be assigned to him or her by the Secretary or by the Board of Governors. In the absence or inability to act of the Secretary, the Assistant Secretary may perform all the duties and exercise all the powers of the Secretary. The performance of any such duties shall, in respect of any other person dealing with the Society, be conclusive evidence of his or her power to act. The Assistant Secretary shall be an employee of the Society.

B4.3.7 The Executive Director shall receive a salary that shall be fixed by the Board of Governors.

B4.3.8 Among the officers of the Society, there shall be the following senior vice presidents:

Senior Vice President for Public Affairs and Outreach

Senior Vice President for Standards and Certification

Senior Vice President for Student and Early Career Development

Senior Vice President for Technical Events and Content

The term of each senior vice president shall be three years, beginning and ending at the second Business Meeting of the fiscal year. The terms of approximately one-third of the senior vice presidents shall end each year, according to a schedule approved by the Board of Governors.

B4.4 FUNDS

- B4.4.1 All funds received shall be directed to the office of the ~~Assistant Treasurer~~Chief Financial Officer for proper recording and deposit in authorized bank accounts.
- B4.4.2 All amounts due from members and others shall be collected by the office of the ~~Assistant Treasurer~~Chief Financial Officer.
- B4.4.3 Funds may be solicited from sources outside of the Society for the conduct of research.
- B4.4.4 No gifts or bequests to the Society shall be accepted until they have been approved by the Board of Governors. Upon receipt, such gifts shall be invested and either the capital and/or the income shall be used for the specific purpose for which the gift was designated.
- B4.4.5 The Committee on Finance and Investment, under the direction of the Board of Governors, shall be responsible for the management of the securities of the Society.
- B4.4.6 All payments for expenditures shall be made by the office of the ~~Assistant Treasurer~~Chief Financial Officer upon proper authorization, in accordance with the budget adopted by the Board of Governors.
- B4.4.7 The ~~Assistant Treasurer~~Chief Financial Officer shall regularly report to the Committee on Finance and Investment the total expenditures incurred against each appropriation in the adopted budget. The Committee on Finance and Investment will report the financial position of the Society to the Board of Governors.
- B4.4.8 Any contract or other obligation to pay money in the work of the Society shall be valid only when signed by the Executive Director, the ~~Assistant Treasurer~~Chief Financial Officer, or the ~~Second~~ Assistant Treasurer.
- B4.4.9 The accounts of the Society shall be audited annually by a certified public accountant appointed by the Board of Governors and ratified by the corporate membership.
- B4.4.10 No part of net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for the services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

B4.4.11 In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under section 501(c) 3 of the Internal Revenue Code of 1986.

B5.2 SECTORS AND COMMITTEES REPORTING TO THE BOARD OF GOVERNORS

B5.2.1 The sectors reporting to the Board of Governors shall be the Standards and Certification Sector, Technical Events and Content Sector, the Public Affairs and Outreach Sector and the Student and Early Career Development Sector.

Each sector shall be led by a council. The council of each sector shall consist of such voting members as specified in the sector By-Laws. Individuals, as may be required or designated pursuant to any statute, regulation, or court order or consent decree may also be voting or non-voting members of a sector council. A member of the senior staff of the sector, if any, may be a voting member of the sector council. The sector council may designate both volunteer and staff non-voting members.

The duties and responsibilities of the sectors shall be as designated from time to time by the Board of Governors. Each sector shall maintain its own operation guide as prescribed by Society Policy. Each sector shall be chaired by a senior vice president who shall serve a term of three years. Additional service as the same senior vice president may occur after an interruption of one or more years or following a partial term. Senior vice presidents shall attend meetings of the Board of Governors without vote.

B5.2.2 The following Standing Committees shall report to the Board of Governors and shall be appointed by the Board as determined in the By-Laws: Committee on Organization and Rules, Committee on Finance and Investment, Audit Committee, Committee on Executive Director Evaluation and Staff Compensation, Strategy Advisory Committee, Committee on Honors, Committee of Past Presidents, and the Sector Management Committee. Each Standing Committee shall maintain its own operation guide as prescribed by Society Policy. If a Standing Committee includes individuals who are not Governors, it is not a committee of the Board and may not bind the Board; provided, however, that the Committee on Finance and Investment may bind the Board with respect to investment matters without regard to whether it includes individuals who are not Governors.

B5.2.3.1 The Committee on Organization and Rules, under the direction of the Board of Governors, shall have responsibility for ensuring that the Society is organized and supplied with qualified leadership to serve the current and anticipated future needs of the membership, and shall reexamine regularly the Constitution, By-Laws and Policies of the Society.

B5.2.3.2 The Committee on Organization and Rules shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.4.1 The Committee on Finance and Investment, under the direction of the Board of Governors, shall have responsibility for supervising the financial and investment affairs of the Society, and supporting the Board and its committees by conducting an annual review of the Society's budgets.

B5.2.4.2 The Committee on Finance and Investment shall select its own Chair.

The Treasurer shall be an ex officio member of the Committee with vote and shall serve as Vice Chair. The ~~Assistant Treasurer~~Chief Financial Officer and the ~~Second Assistant Treasurer~~ shall be ex officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.5.1 The Committee on Executive Director Evaluation and Staff Compensation, under the direction of the Board of Governors, shall have responsibility for making recommendations to the Board regarding the Executive Director's performance planning and evaluation and for making recommendations to the Board regarding the Executive Director's compensation, including salary and bonus recommendations.

The Committee shall also have the responsibility to advise the Board of Governors on activities of the Society's staff regarding: staff compensation, including bonus programs; volunteer/staff collaboration survey; staff planning and organization; staff training and development; staff and retiree benefit programs, including pension plans. The committee will also be responsible for staff related Society Policies P-7.1, (Recognition of Staff Members - 5 Years or More of Service) and P-7.2, (Staff Employment Guidelines).

In addition, the Committee has oversight responsibilities for the Pension Plan Trustees and the Retirement Plan Committee.

B5.2.5.2 The Committee on Executive Director Evaluation and Staff Compensation shall consist of the President, the President-Nominee/Elect, the Immediate Past President and three current Board members at-large (serving staggered terms on the Board). The President and Immediate Past President are ex officio members of the committee with vote. The President-Nominee/Elect is an ex officio member of the Committee without vote. The Immediate Past President shall be the Chair. The incoming first-year Governor shall be selected by the President-Elect and approved by the Board of Governors.

The term of each of the current Board members at-large expires when their Board term expires.

B5.2.5.3 The Pension Plan Trustees, under the direction of the Committee on Executive Director Evaluation and Staff Compensation, shall have responsibility, as specified in the American Society of Mechanical Engineers Pension Plan, for the investment and ultimate distribution of the funds and may also act as Plan agent for the service of legal process.

The Pension Plan Trustees shall consist of up to seven members: the Treasurer of ASME; the ~~Assistant Treasurer~~Chief Financial Officer, and three to five at-large members recommended by the Committee on Executive Director Evaluation and Staff Compensation for appointment by the Board of Governors.

The terms of the at-large members shall be three years ending at the close of the second Society-Wide Meeting on a schedule established by the Committee on Executive Director Evaluation and Staff Compensation. Except as provided in this section, a Pension Plan Trustee who is a member-at-large may serve no more than two consecutive full terms. To be eligible for additional full terms, a member-at-large must be nominated by the Committee on Executive Director Evaluation and Staff Compensation upon a finding

by the Committee that specifies exceptional circumstances warranting the additional terms, and a written statement of such findings must accompany the nomination when it is communicated to the Board of Governors by the Chair of the Committee. The nominee may then be appointed only upon the affirmative vote of two-thirds of the entire Board of Governors.

B5.2.5.4 The Retirement Plan Committee, under the direction of the Committee on Executive Director Evaluation and Staff Compensation, shall have responsibility, as specified in the ASME Thrift Plan, the ASME Defined Contribution (DC) Plan, the ASME 457(b) Plan, and the ASME 401(k) Plan documents, including to act as Plan Administrator and Named Fiduciary for such plans and assume such responsibilities as developing investment policy statements, selecting and monitoring investment choices, benchmarking Plan administration expenses and investment plan administrators performance and selecting, appointing and retaining plan investment, governance and plan administration compliance advisors, as well as having the power to make ministerial and technically required plan amendments.

The Retirement Plan Committee shall consist of four members: two members of the Executive Management Team, one member of the Human Resources Department and one Volunteer member of the Pension Plan Trustees. The three staff members will be nominated by the Executive Director and appointed at the discretion of the EDESC. The pension plan trustee shall be recommended by the Pension Plan Trustees and may be appointed at the discretion of the EDESC.

The ASME Staff members of the Committee may be members with vote for as long as they hold the positions described in this By-Law B5.2.5.4. The Pension Plan Trustee member's term will be for as long as they are a member of the Pension Plan Trustees.

B5.2.6.1 The Strategy Advisory Committee, under the direction of the Board of Governors, shall have responsibility for providing recommendations and guidance on tasks related to ASME's strategy and planning.

B5.2.6.2 The Strategy Advisory Committee shall consist of the President, two current Board members-at-large (serving staggered terms, one second year and one third year), one representative from the Industry Advisory Board, and the senior staff member responsible for Strategy. The incoming second-year Governor shall be selected by the President- Elect and approved by the Board of Governors. The term of the Board members-at-large expires when their Board term expires. The representative from the Industry Advisory Board will be recommended annually by the Chair of the Industry Advisory Board and approved by the Board of Governors.

B5.2.7.1 The Committee on Honors, under the direction of the Board of Governors, shall have responsibility for recommending properly selected candidates for honors, medals, Honorary Members, and awards, and as required shall recommend recipients of joint awards, all subject to approval by the Board of Governors. However, the Board may delegate to the Committee on Honors the power to approve candidates for any honor, medal or award other than Honorary Member or ASME Medalist.

B5.2.7.2 The Committee on Honors shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The Chair of the General Awards

Committee shall be an ex officio member with vote. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.7.3 The General Awards Committee, under the direction of the Committee on Honors, shall seek candidates for all honors and awards except Honorary Members, the ASME Medal, and group-level awards, and shall screen nominations and make recommendations to the Committee on Honors.

The General Awards Committee shall consist of a Chair, a Vice Chair and a membership as determined by the Committee on Honors.

B5.2.7.4 Other Society award committees, including special award committees, shall in accordance with the policies and procedures administered by the Committee on Honors, seek nominees for honors in their several areas of interest, shall screen nominations, and make recommendations to the Committee on Honors.

B5.2.8.1 The Committee of Past Presidents, under the direction of the Board of Governors, shall have responsibility for electing Fellows, overseeing the ethical practice of engineering, and providing guidance on matters where its experience may be useful, upon request by the President, Board of Governors, and other units of the Society.

B5.2.8.2 The Committee of Past Presidents shall select its own Chair and Vice Chair. Its membership shall consist of all living Past Presidents.

B5.2.9.1 The Audit Committee, under the direction of the Board of Governors, shall have responsibility for overseeing the accounting and financial reporting process of the Society and the audit of its financial statements and report its activities to the Board. The Committee will be responsible for overseeing the adoption and implementation of, and compliance with, the Society Policies on whistleblowers and conflicts of interest. The Committee will annually consider the performance and independence of the independent auditor and recommend retaining or renewing the retention of the independent auditor to the Board. The Committee will liaise with the independent auditor prior to the commencement of the audit and upon completion of the audit, review and discuss the audit results and any related management letter with the auditor, including:

(a) any material risks and weaknesses in internal controls identified by the auditor;

(b) any restrictions on the scope of the auditor's activities or access to requested information;

(c) any significant disagreements between the auditor and management; and

(d) the adequacy of the Corporation's accounting and financial reporting processes.

B5.2.9.2 The Audit Committee shall consist of three current Board members-at-large (serving staggered terms on the Board) who serve as voting members. The Committee membership is determined by the Board of Governors and consists solely of "independent" members of the Board as defined under Section 102(a) (21) of the New York Not-for-Profit Corporation Law. The Chair shall be the senior Governor and the Vice Chair shall be the second-most senior Governor.

The Treasurer shall be an ex officio member of the Committee without vote. The ~~Assistant Treasurer~~Chief Financial Officer and the ~~Second~~-Assistant Treasurer shall be ex officio members of the Committee without vote. The President-Elect makes the recommendation on the incoming first-year Board member-at-large. The term of the Board members-at-large expires when their Board term expires.

B5.2.10.1 The Sector Management Committee, under the direction of the Board of Governors, shall have responsibility for facilitating communication and collaboration among the Sectors. This includes coordination, integration, and facilitation for implementation of the enterprise strategy with the development, maintenance and execution of the Integrated Operating Plan,

B5.2.10.2 The Sector Management Committee shall consist of the Senior Vice Presidents and the Chair of the Group Engagement Committee, their respective staff counterparts, and the staff member with overall responsibility for operations. The Co-Chairs of the Committee shall be the Senior Vice President in their third year and the staff member with overall responsibility for operations. The President-Nominee/elect will serve as an advisor to the Committee.

B6.2 VOTING AT OR BY PROXY AT THE FIRST BUSINESS MEETING OF THE FISCAL YEAR

B6.2.1 Ten to 60 days prior to the first Business Meeting of the fiscal year, the Executive Director shall provide a proxy to each corporate member. This proxy shall solicit the authorization by such member for the three most recent available past Presidents or any one of them to exercise the vote of the corporate member for the election of officers and for any other business that is presented to the first Business Meeting of the fiscal year or any adjournment thereof. A list of the nominees proposed by the Nominating Committee and any special nominating committee shall be a part of the proxy distribution.

A member shall return the proxy in a manner specified by the Society, which may be by mail, facsimile or electronic mail, provided such electronic mail is transmitted with information from which it can be reasonably determined that the proxy was authorized by such member.

B6.2.2 If any special nominating committee (as defined in B4.2.8) has been organized and has presented a list of nominees to the Executive Director, the Executive Director shall provide to each member entitled to vote a proxy listing the nominees proposed by the Nominating Committee and the nominees proposed by such special nominating committee. Biographical and other material included with the proxy shall give equal exposure to all nominees.

B6.2.3 On or before the first day of October each year, the President shall appoint a Committee of Inspectors of Proxies and Ballots, whose duty shall be to supervise the examination, validation, and counting of proxies and to report at the first Business Meeting of the fiscal year as to the number of members represented there by proxy.

The Committee shall consist of a corporate member, and either the ~~Assistant Treasurer~~ **Chief Financial Officer** or the Assistant Secretary and shall include a member or representative of any special nominating committee whose slate has been distributed. The Committee shall supervise the counting of the ballots at the first Business Meeting of the fiscal year.

B6.2.4 At the first Business Meeting of the fiscal year the Committee of Inspectors of Proxies and Ballots shall report on the number of proxies thereon returned by corporate members. Following the report of the Committee of Inspectors of Proxies and Ballots, the Presiding Officer shall conduct an election for officers of the Society. Corporate members present who have not executed proxies will vote in person. Corporate members who have executed proxies but have withdrawn the proxies prior to the tabulation presented by the Committee of Inspectors of Proxies and Ballots, may also vote in person. Corporate members holding valid proxies will cast proxy ballots. When the results of the election are known, the Presiding Officer will announce the results of the election to the Business Meeting.

- B6.2.5 The terms of office of those elected at the first Business Meeting of the fiscal year shall begin at the second Business Meeting of the fiscal year at a specific time designated each year by the Board of Governors.

ASME Board of Governors Agenda Item Cover Memo

Date Submitted: May 1, 2019
BOG Meeting Date: June 2, 2019
To: Board of Governors
From: Committee on Organization and Rules
Presented by: Fred Stong, Chair
Agenda Title: ASME Philanthropy Committee

Agenda Item Executive Summary: *(Do not exceed the space provided)*

A change to By-Law B-4.4 on gift acceptance is being proposed.

A Committee reporting to the Board of Governors which is responsible for fundraising activities and philanthropic programs is being added to By-Law B-5.2.

Proposed motion for BOG Action: *(if appropriate)*

To approve for first reading the changes to By-Law B-4.4 and By-Law B-5.2.

Attachments: Red-lined By-Law change.

B4.4 FUNDS

- B4.4.1 All funds received shall be directed to the office of the Assistant Treasurer for proper recording and deposit in authorized bank accounts.
- B4.4.2 All amounts due from members and others shall be collected by the office of the Assistant Treasurer.
- B4.4.3 Funds may be solicited from sources outside of the Society for the conduct of research.
- B4.4.4 No ~~grant, gifts~~ or ~~bequests~~ to the Society shall be accepted until ~~they it and any~~ restrictions thereon have been approved by or under the authority of the Board of Governors. Upon receipt, such grants, gifts and bequests shall be invested and used for the Society's purposes and in accordance with any restrictions thereon mandated by the donor and approved by or under the authority of the Board of Governor~~either the capital and/or the income shall be used for the specific purpose for which the gift was designated.~~
- B4.4.5 The Committee on Finance and Investment, under the direction of the Board of Governors, shall be responsible for the management of the securities of the Society.
- B4.4.6 All payments for expenditures shall be made by the office of the Assistant Treasurer upon proper authorization, in accordance with the budget adopted by the Board of Governors.
- B4.4.7 The Assistant Treasurer shall regularly report to the Committee on Finance and Investment the total expenditures incurred against each appropriation in the adopted budget. The Committee on Finance and Investment will report the financial position of the Society to the Board of Governors.
- B4.4.8 Any contract or other obligation to pay money in the work of the Society shall be valid only when signed by the Executive Director, the Assistant Treasurer, or the Second Assistant Treasurer.
- B4.4.9 The accounts of the Society shall be audited annually by a certified public accountant appointed by the Board of Governors and ratified by the corporate membership.
- B4.4.10 No part of net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for the services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

B5.2 SECTORS AND COMMITTEES REPORTING TO THE BOARD OF GOVERNORS

- B5.2.1 The sectors reporting to the Board of Governors shall be the Standards and Certification Sector, Technical Events and Content Sector, the Public Affairs and Outreach Sector and the Student and Early Career Development Sector.

Each sector shall be led by a council. The council of each sector shall consist of such voting members as specified in the sector By-Laws. Individuals, as may be required or

designated pursuant to any statute, regulation, or court order or consent decree may also be voting or non-voting members of a sector council. A member of the senior staff of the sector, if any, may be a voting member of the sector council. The sector council may designate both volunteer and staff non-voting members.

The duties and responsibilities of the sectors shall be as designated from time to time by the Board of Governors. Each sector shall maintain its own operation guide as prescribed by Society Policy. Each sector shall be chaired by a senior vice president who shall serve a term of three years. Additional service as the same senior vice president may occur after an interruption of one or more years or following a partial term. Senior vice presidents shall attend meetings of the Board of Governors without vote.

B5.2.2 The following Standing Committees shall report to the Board of Governors and shall be appointed by the Board as determined in the By-Laws: Committee on Organization and Rules, Committee on Finance and Investment, Audit Committee, Committee on Executive Director Evaluation and Staff Compensation, Strategy Advisory Committee, Committee on Honors, Committee of Past Presidents, and ~~the~~ Sector Management Committee and the Philanthropy Committee. Each Standing Committee shall maintain its own operation guide as prescribed by Society Policy. If a Standing Committee includes individuals who are not Governors, it is not a committee of the Board and may not bind the Board; provided, however, that the Committee on Finance and Investment may bind the Board with respect to investment matters without regard to whether it includes individuals who are not Governors.

B5.2.3.1 The Committee on Organization and Rules, under the direction of the Board of Governors, shall have responsibility for ensuring that the Society is organized and supplied with qualified leadership to serve the current and anticipated future needs of the membership, and shall reexamine regularly the Constitution, By-Laws and Policies of the Society.

B5.2.3.2 The Committee on Organization and Rules shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.4.1 The Committee on Finance and Investment, under the direction of the Board of Governors, shall have responsibility for supervising the financial and investment affairs of the Society, and supporting the Board and its committees by conducting an annual review of the Society's budgets.

B5.2.4.2 The Committee on Finance and Investment shall select its own Chair.

The Treasurer shall be an ex officio member of the Committee with vote and shall serve as Vice Chair. The Assistant Treasurer and the Second Assistant Treasurer shall be ex officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.5.1 The Committee on Executive Director Evaluation and Staff Compensation, under the direction of the Board of Governors, shall have responsibility for making recommendations to the Board regarding the Executive Director's performance planning and evaluation and for making recommendations to the Board regarding the

Executive Director's compensation, including salary and bonus recommendations.

The Committee shall also have the responsibility to advise the Board of Governors on activities of the Society's staff regarding: staff compensation, including bonus programs; volunteer/staff collaboration survey; staff planning and organization; staff training and development; staff and retiree benefit programs, including pension plans. The committee will also be responsible for staff related Society Policies P-7.1, (Recognition of Staff Members - 5 Years or More of Service) and P-7.2, (Staff Employment Guidelines).

In addition, the Committee has oversight responsibilities for the Pension Plan Trustees and the Retirement Plan Committee.

- B5.2.5.2 The Committee on Executive Director Evaluation and Staff Compensation shall consist of the President, the President-Nominee/Elect, the Immediate Past President and three current Board members at-large (serving staggered terms on the Board). The President and Immediate Past President are ex officio members of the committee with vote. The President-Nominee/Elect is an ex officio member of the Committee without vote. The Immediate Past President shall be the Chair. The incoming first-year Governor shall be selected by the President-Elect and approved by the Board of Governors.

The term of each of the current Board members at-large expires when their Board term expires.

- B5.2.5.3 The Pension Plan Trustees, under the direction of the Committee on Executive Director Evaluation and Staff Compensation, shall have responsibility, as specified in the American Society of Mechanical Engineers Pension Plan, for the investment and ultimate distribution of the funds and may also act as Plan agent for the service of legal process.

The Pension Plan Trustees shall consist of up to seven members: the Treasurer of ASME; the Assistant Treasurer, and three to five at-large members recommended by the Committee on Executive Director Evaluation and Staff Compensation for appointment by the Board of Governors.

The terms of the at-large members shall be three years ending at the close of the second Society-Wide Meeting on a schedule established by the Committee on Executive Director Evaluation and Staff Compensation. Except as provided in this section, a Pension Plan Trustee who is a member-at-large may serve no more than two consecutive full terms. To be eligible for additional full terms, a member-at-large must be nominated by the Committee on Executive Director Evaluation and Staff Compensation upon a finding by the Committee that specifies exceptional circumstances warranting the additional terms, and a written statement of such findings must accompany the nomination when it is communicated to the Board of Governors by the Chair of the Committee. The nominee may then be appointed only upon the affirmative vote of two-thirds of the entire Board of Governors.

- B5.2.5.4 The Retirement Plan Committee, under the direction of the Committee on Executive Director Evaluation and Staff Compensation, shall have responsibility, as specified in the ASME Thrift Plan, the ASME Defined Contribution (DC) Plan, the ASME 457(b) Plan, and the ASME 401(k) Plan documents, including to act as Plan Administrator and Named Fiduciary for such plans and assume such responsibilities as developing investment policy

statements, selecting and monitoring investment choices, benchmarking Plan administration expenses and investment plan administrators performance and selecting, appointing and retaining plan investment, governance and plan administration compliance advisors, as well as having the power to make ministerial and technically required plan amendments.

The Retirement Plan Committee shall consist of four members: two members of the Executive Management Team, one member of the Human Resources Department and one Volunteer member of the Pension Plan Trustees. The three staff members will be nominated by the Executive Director and appointed at the discretion of the EDESC. The pension plan trustee shall be recommended by the Pension Plan Trustees and may be appointed at the discretion of the EDESC.

The ASME Staff members of the Committee may be members with vote for as long as they hold the positions described in this By-Law B5.2.5.4. The Pension Plan Trustee member's term will be for as long as they are a member of the Pension Plan Trustees.

- B5.2.6.1 The Strategy Advisory Committee, under the direction of the Board of Governors, shall have responsibility for providing recommendations and guidance on tasks related to ASME's strategy and planning.
- B5.2.6.2 The Strategy Advisory Committee shall consist of the President, two current Board members-at-large (serving staggered terms, one second year and one third year), one representative from the Industry Advisory Board, and the senior staff member responsible for Strategy. The incoming second-year Governor shall be selected by the President-Elect and approved by the Board of Governors. The term of the Board members-at-large expires when their Board term expires. The representative from the Industry Advisory Board will be recommended annually by the Chair of the Industry Advisory Board and approved by the Board of Governors.
- B5.2.7.1 The Committee on Honors, under the direction of the Board of Governors, shall have responsibility for recommending properly selected candidates for honors, medals, Honorary Members, and awards, and as required shall recommend recipients of joint awards, all subject to approval by the Board of Governors. However, the Board may delegate to the Committee on Honors the power to approve candidates for any honor, medal or award other than Honorary Member or ASME Medalist.
- B5.2.7.2 The Committee on Honors shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The Chair of the General Awards Committee shall be an ex officio member with vote. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.
- B5.2.7.3 The General Awards Committee, under the direction of the Committee on Honors, shall seek candidates for all honors and awards except Honorary Members, the ASME Medal, and group-level awards, and shall screen nominations and make recommendations to the Committee on Honors.

The General Awards Committee shall consist of a Chair, a Vice Chair and a membership as determined by the Committee on Honors.

- B5.2.7.4 Other Society award committees, including special award committees, shall in accordance with the policies and procedures administered by the Committee on Honors, seek nominees for honors in their several areas of interest, shall screen nominations, and make recommendations to the Committee on Honors.
- B5.2.8.1 The Committee of Past Presidents, under the direction of the Board of Governors, shall have responsibility for electing Fellows, overseeing the ethical practice of engineering, and providing guidance on matters where its experience may be useful, upon request by the President, Board of Governors, and other units of the Society.
- B5.2.8.2 The Committee of Past Presidents shall select its own Chair and Vice Chair. Its membership shall consist of all living Past Presidents.
- B5.2.9.1 The Audit Committee, under the direction of the Board of Governors, shall have responsibility for overseeing the accounting and financial reporting process of the Society and the audit of its financial statements and report its activities to the Board. The Committee will be responsible for overseeing the adoption and implementation of, and compliance with, the Society Policies on whistleblowers and conflicts of interest. The Committee will annually consider the performance and independence of the independent auditor and recommend retaining or renewing the retention of the independent auditor to the Board. The Committee will liaise with the independent auditor prior to the commencement of the audit and upon completion of the audit, review and discuss the audit results and any related management letter with the auditor, including:
- (a) any material risks and weaknesses in internal controls identified by the auditor;
 - (b) any restrictions on the scope of the auditor's activities or access to requested information;
 - (c) any significant disagreements between the auditor and management; and
 - (d) the adequacy of the Corporation's accounting and financial reporting processes.
- B5.2.9.2 The Audit Committee shall consist of three current Board members-at-large (serving staggered terms on the Board) who serve as voting members. The Committee membership is determined by the Board of Governors and consists solely of "independent" members of the Board as defined under Section 102(a) (21) of the New York Not-for-Profit Corporation Law. The Chair shall be the senior Governor and the Vice Chair shall be the second-most senior Governor.
- The Treasurer shall be an ex officio member of the Committee without vote. The Assistant Treasurer and the Second Assistant Treasurer shall be ex officio members of the Committee without vote. The President-Elect makes the recommendation on the incoming first-year Board member-at-large. The term of the Board members-at-large expires when their Board term expires.
- B5.2.10.1 The Sector Management Committee, under the direction of the Board of Governors, shall have responsibility for facilitating communication and collaboration among the Sectors. This includes coordination, integration, and facilitation for implementation of the enterprise strategy with the development, maintenance and execution of the Integrated Operating Plan,
- B5.2.10.2 The Sector Management Committee shall consist of the Senior Vice Presidents and the

Chair of the Group Engagement Committee, their respective staff counterparts, and the staff member with overall responsibility for operations. The Co-Chairs of the Committee shall be the Senior Vice President in their third year and the staff member with overall responsibility for operations. The President-Nominee/elect will serve as an advisor to the Committee.

B5.2.11.1 The Philanthropy Committee, under the direction of the Board of Governors, shall have responsibility for advising the Board of Governors and assisting the Society in connection with fundraising activities and philanthropic programs carried out using the Society's name or other resources.

B5.2.11.2 The Philanthropy Committee shall select its own chair and vice chair. The ASME Executive Director, the ASME Managing Director of Philanthropy and the ASME Managing Director of Programs shall be ex officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

ASME Board of Governors Agenda Item Cover Memo

Date Submitted: May 15, 2019
BOG Meeting Date: June 2, 2019
To: Board of Governors
From: Committee on Organization and Rules
Presented by: Fred Stong, Chair
Agenda Title: By-Law Amendment - Senior Vice Presidents

Agenda Item Executive Summary:

Following up on Motion 5 of Item 2.7 from the April 8, 2019 Board minutes, a change to By-Law B4.3.3 to resolve the reporting requirements of the Senior Vice Presidents to the Board of Governors is being proposed:

B4.3.3 Each senior vice president shall be appointed by, and report to, the Board of Governors.
Each senior vice president shall have such powers and perform such duties as the Board of Governors may from time to time prescribe.

Proposed motion for BOG Action: *(if appropriate)*

To approve for first reading the changes to By-Law B4.3.3.

Attachment: None

**ASME Board of Governors
Agenda Item
Cover Memo**

Date Submitted: May 14, 2019
BOG Meeting Date: June 2, 2019

To: Board of Governors
From: Committee on Organization and Rules
Presented by: Fred Stong
Agenda Title: Pension Plan Trustees

Agenda Item Executive Summary:

Proposed appointments for the Pension Plan Trustees reviewed by the COR on May 14, 2019.

Proposed motion for BOG Action:

To approve the attached appointments.

Attachments: Document attached.



I N T E R - O F F I C E M E M O

Date: April 3, 2019

To: Committee on Organization and Rules

From: Charla Wise
Chair, EDESC

Cc: Harry Armen, Chair, PPT

REFERENCE: Request to extend the membership terms of three Pension Plan Trustees (PPT) whose terms are scheduled to end in June of 2019.

The EDESC is requesting Board Approval for the re-appointment of three Trustees to an additional term on the PPT. The initial request was made by PPT Chair, Harry Armen, and approved by the EDESC at their March 7th meeting.

The three members, with terms expiring in June of 2019, are Dick Goldstein (currently serving his third term), Reggie Vachon and Webb Marner (both currently serving their second terms).

The PPT and the COFI have been working closely with our actuaries, consultants and the Board on the termination of the pension plan. Continuity among PPT members is crucial to a successful plan termination, especially during the limited period to plan termination (currently estimated to be sometime in 2020).

In addition to their familiarity of the plan termination plan and their experience as Pension Plan Trustees, these three individuals also have extensive familiarity with the financial aspects of the Society's operations through their time either as a Past President or Treasurer of the Society. Their knowledge of investment options and strategy has been and is critical to the PPT, and therefore the Society. In the past several years, the Trustees have documented and implemented a *Pension Plan Investment Strategy*, created an *Operation Guide* for the unit and revised the *Pension Plan Trust Document*. Over the years, the PPT committee has also adopted a *Liability Driven Investment* model that best matches the Plan investments with the Plan liabilities.

For appointment of members to Society committees for periods exceeding 10 years, Society Policy P-4.4 requires a statement setting forth specific reasons why the appointment is critical to the well-being of the unit. Society By-Law B5.2.5.3 also specifies that in order for a member to serve beyond two terms, the committee must cite exceptional circumstances warranting the additional terms. While it is always valuable to bring in new, qualified people to volunteer positions, I believe the very unique circumstances for the PPT over the near term warrant this exception.

If you have any further questions, please contact me at your convenience.

**ASME Board of Governors
Agenda Item
Cover Memo**

Date Submitted: May 16, 2019
BOG Meeting Date: June 2, 2019

To: Board of Governors
From: Committee on Organization and Rules
Presented by: Fred Stong
Agenda Title: Proposed Appointments –Sectors/Committees

Agenda Item Executive Summary:

Proposed appointments reviewed by the COR on May 16, 2019.

The initial appointments for the six members of the Philanthropy Committee are staggered.

Proposed motion for BOG Action:

To approve the attached appointments.

Attachments: Document attached.

**MAY 2019
PROPOSED APPOINTMENTS TO
ASME UNITS**

Internal Unit	Nominee	Appointment Position/Title	Appointment Term/Category	Appointment Type	History
Council on Standards and Certification	Lonnie Love	Member-at-Large	July 2019 - June 2022	Initial	None
Council on Standards and Certification	Michel Margat	Member-at-Large	July 2019 - June 2022	Reappointment	Board on Hearings and Appeals
Council on Standards and Certification	Shawn Moylan	Member-at-Large	July 2019 - June 2022	Initial	Manufacturing Engineering Division Chair
Council on Standards and Certification	George Rawls	Member-at-Large	July 2019 - June 2022	Initial	BPV Committee on Pressure Vessels
Council on Student and Early Career Development	Justin Young	Member-at-Large	July 2019 - June 2020	Initial	Past Vice President
Philanthropy Committee	Kenneth Balkey	Member-at-Large	July 2019 - June 2020	Initial	Past Vice President
Philanthropy Committee	Jennifer Jewers-Bowlin	Member-at-Large	July 2019 - June 2021	Initial	Past Vice President
Philanthropy Committee	Rudolf Landwaard	Member-at-Large	July 2019 - June 2020	Initial	Past Governor
Philanthropy Committee	Thomas Pestorius	Member-at-Large	July 2019 - June 2022	Initial	Past Secretary and Treasurer
Philanthropy Committee	K. Keith Roe	Member-at-Large	July 2019 - June 2022	Initial	ASME Past President
Philanthropy Committee	Justin Young	Member-at-Large	July 2019 - June 2021	Initial	Past Vice President
Committee on Organization and Rules	Sam Zamrik	Member-at-Large	July 2019 - June 2021	Reappointment	Past President

**ASME Board of Governors
Agenda Item
Cover Memo**

Date Submitted: April 29, 2019
BOG Meeting Date: June 2, 2019

To: Board of Governors
From: Nomination Process Task Force
Presented By: Howard Berkof
Agenda Title: Presidential Task Force on Nomination Process Final Report

Agenda Item Executive Summary:

The Presidential Task Force on Nomination Process concluded its work in May 2019 and submitted a final report to President Jahanmir with recommendations for the continuation of an effective nomination process. The attached presentation is an update to the Board of Governors.

Proposed motion for BOG Action: None

Attachment: PowerPoint Presentation

Presidential Task Force on Nomination Process

Executive Summary Report to President Jahanmir

What to Expect from Presentation

- **Brief Description:** The presentation will provide summary of the recommendations made by the Task Force
- **Desired Outcome:** Information only
- **Questions:** Please hold questions until after the presentation
- **Duration:** 30 minutes total: 15-minute presentation, 15 minutes for questions

Nominating Process Task Force

Chair: Howard Berkof

Members: Marc Goldsmith
Twishansh Mehta
Alma Martinez Fallon
Laura Hitchcock
Charla Wise
Thomas Costabile
Richard Laudenat
Said Jahanmir
John Delli Venneri

TF Staff Coordinator: RuthAnn Bigley

Task Force Charge and Purpose

Charge

Review the current process for the nomination of candidates for the Board of Governors and President.

Draft a set of proposed actions to enhance the nominating process for evaluation by the Board of Governors.

Purpose

To enhance the nominating process to ensure a larger qualified pool of candidates for the Board of Governors and President.

Executive Summary

Over the last ten months, the Taskforce (TF) reviewed various topics as they relate to the nomination process. The TF did their due diligence and researched similar best practices of other not-for-profits. The TF identified the Nominating Process:

- Is in general still a “Best Practice,”
- Has areas that could use a little tweaking,
- Is set by the ASME By-laws as a member activity,
- Responsibilities are shared by several parts of the organization.

The TF provides the following recommendations:

- Candidate Vetting: Enable PEDT review of Presidential candidate packages and provide feedback to the NC Chair and Secretary.
- Board Structure: Allow the Board to recommend a candidate to the Nominating Committee (NC), based on financial contribution or subject matter expertise.
- President and Board Member Position Descriptions and Time Commitment: Completed and disseminated.
- Nominating Committee Structure: Provide training on the desired qualifications and character of NC members.
- Volunteer Pipeline: Endorse the organizational changes (Sector growth and alignment). Empower all ASME volunteers and staff to cultivate and develop our future society leaders.

Implementation of these recommendations may require the review of the ASME Constitution, By-Laws and Policies.

Candidate Vetting

The original deadline date for a candidate's letter or intent was in the middle of March. In the past, it has been difficult for the NC Search Assurance Subcommittee to continue recruiting members to run for office so late in the process if they found they didn't have a sufficient number of candidates to run for each position. (Nomination Packets due April 15)

For 2019, the NC instituted a new deadline date of January 31, for receiving a candidate's letter of intent to run for office along with their CV or resume. This has allowed the NC to have a better handle on the number of candidates running for office sooner in the process and the qualifications of each candidate. We concur.

Recommendation

The TF recommends that maintaining continuity and strategic alignment from year to year is critical for ASME's success. Therefore, the TF recommends the President, President Nominee/Elect and Executive Director/CEO review the Presidential candidate packets, interview these candidates and provide feedback to the NC Chair and Secretary.

Board Structure

The TF discussed the current pros and cons of the Board structure both in size and the terms of its members. The TF did their due diligence, researched and benchmarked the structure of other profit and non-profit Boards.

Through this process, the TF identified a best practice whereby Boards have the ability to appoint a voting member-at-large who offers a specific and needed skill set not presently represented on the current Board, and/or the ability to offer a meaningful financial contribution to the Society. As ASME continues to grow and in effort to be more flexible and responsive to emerging needs, the TF agrees it would be beneficial for the Board to have the option of recommending an additional Board slot as needed.

Board Structure

Recommendations

The TF agreed that the current size of the Board and designated terms are good and after heavy deliberation, the TF decided to make no adjustments.

The Board should have the ability to select a voting or non-voting Member-at-Large and ask them to join the Board. If the Board approves this recommendation, ASME staff and legal counsel will review current ASME By-Laws and Policies and provide a recommended path for enactment of this recommendation.

Position Descriptions and Time Commitment

To address the gap of getting a sufficient number of qualified candidates to run for leadership positions, the TF identified a need to provide potential candidates a position description to present to their employers when they are interested in running for an ASME Board position.

Recommendation

The TF completed individual position descriptions and a time commitment document for the roles of the President and a Member-at-Large Board of Governors. These documents were shared during the recruitment process for June 2019. The TF recommends on-going usage with periodic up-dates.

Nominating Committee Structure

The NC needs seasoned volunteers both in ASME activities and in their careers. There is a misconception by some that an NC position is a training ground for newer volunteers, and this needs to be addressed. The NC needs dedicated members who understand how to interview and conduct selections for the society's highest positions of leadership.

Work on the NC can be time consuming during the year and it can become difficult for sectors to find volunteers to be on the NC. Therefore, the NC is working to condense the amount of hours needed to prepare for the selection meeting.

As we educate our senior leadership, both on the staff and volunteer side, on the importance of qualified NC members, the NC will in turn continue to select the most qualified candidates for the open positions of President and three (3) Member-at-Large Governors.

Recommendation

VOLT to provide training on the caliber (experience, expertise, perspective, character, and personality) of volunteers required on the NC to ASME Managing Directors, SVPs and other key staff members responsible for assigning volunteers on the NC.

Volunteer Pipeline

With the elimination of VPs several years ago, the natural process of succession and running for the Board was diminished. Members are not feeling the need to “climb the ASME ladder” to a Board or Presidential position. In the past several years we’ve seen fewer and fewer candidates run for positions on the Board. In talking to members in sections and divisions, many would like to grow in ASME, however, they don’t understand the path they need to take in order to get to a society level position. Without a dedicated, focused effort on the volunteer leadership pipeline, the society is missing out on a cadre of qualified and skilled members that could be the future leadership of the society.

Recommendation

The TF endorses the April 2019 Board approved changes to the Sector structure.

PEDT and other leaders to continue outreach to the membership for qualified and experienced leaders.

Empower our current leadership to cultivate and develop the next generation of leaders.

Encourage the PEDT to enlist VOLT in providing volunteer resources and pathways towards leadership roles in ASME. This will help our section level members understand the multiple pathways/opportunities they can follow to ultimately pursue a position on the Board.

Appendix

Additional Items Discussed by the TF

- Assessment of the current Advisors to the Nominating Committee – No change recommended
- Increasing Early Career Engineer presence on the Board
 - Keeping ECLIPSE interns active and engaged after they complete their internship year
- NC reports to the membership (not the Board) and selection of NC members by Sectors
- Vetting Nominating Committee Members
- Keeping former BoG members active and engaged
- Keeping unselected proposed nominees engaged during the year
 - Encouraging them to run for office the next year.

Position Summary

C4.1.1 The affairs of the Society shall be managed by a Board of Governors (BOG) chosen from its membership which shall have full control of the activities of the Society, subject to the limitations of the Constitution and By-Laws, Society Policies and the laws of the State of New York. The voting members of the BOG shall consist of the President, the most recent available past President, nine members-at-large and the President elect
(If not currently a member-at-large)

Responsibilities and Duties

- a) Owns and sets Vision, Mission, Strategy and Volunteer Organizational Structure for Society.
- b) Verifies the implementation of agreed-to actions to achieve ASME’s mission and strategy.
- c) Reviews outcomes and metrics created by ASME for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics.
- d) Approves ASME’s annual budget and audit reports.
- e) Contributes to and approves annual performance evaluation of the Executive Director.
- f) Serves on committees or task forces and take on special assignments at the request of the President.
- g) Represents ASME to stakeholders and act as an ambassador for the organization at the request of the President.
- h) Ensures ASME’s commitment to a diverse volunteer and staff that reflects the communities ASME serves.
- i) Prepares for meetings by reviewing agenda and supporting materials.
- j) Confirms all Society actions are consistent with its status as a New York not-for-profit corporation that is tax-exempt as a charitable and educational organization under Section 501(c) (3).
- k) Is proactive and has a vision for the future of the organization.
- l) Reviews the Society’s Vision and Mission on a regular basis to validate their continued appropriateness.

- m) Steers the organization towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies, including ensuring adequate resources are available to achieve its mission.
- n) Works with President, and Sr. Vice Presidents, and Executive Director to respond to institutional threats and opportunities.
- o) Conducts activities and take actions as a Board, only acting as individuals or sub-sets of the Board of Governors when so chartered by the President and acknowledged by the full Board of Governors.
- p) Exercise duties of due care, loyalty and obedience.
- q) Represents and is responsive to the organization as a whole instead of any particular unit of the organization.

Additional responsibilities as governed by ASME's Constitution and By-laws.

1. Appoints for one year an Executive Director, a Secretary, a Treasurer, an Assistant Secretary, and an Assistant Treasurer (C4.1.7).
2. Approves changes in membership dues (C9.1.1).
3. Votes on expulsion of member (B3.3.2).
4. Removes or suspends a member of a unit of ASME (B4.1.5).
5. Fills vacancies on the Board (B4.1.6.1).
6. Fills officer vacancies (B4.1.6.4).
7. Appoints members of sector councils (B5.1.6.1).
8. Appoints members of Standing Committee of the Board (B5.2).
9. Appoints Senior Vice Presidents (B5.3, B5.4, B5.5, B5.7).
10. Approves Honorary Members and ASME Medalist (B5.2.7.1).
11. Appoints members to outside organizations and joint boards of award (B5.8.2, B5.8.3).
12. Approves changes to Society By-Laws and Society Policies (B8.1.4, B8.1.5).

Qualifications

This is an extraordinary opportunity for an individual who is passionate about ASME's mission and who has a track record of board leadership. Selected Board Members will have achieved leadership stature in business, government, philanthropy, or the nonprofit sector. His/her accomplishments will allow him/her to attract other well-qualified, high-performing Board Members.

Ideal candidates will have the following qualifications:

- a) Extensive professional experience with significant executive leadership accomplishments in business, government, academia, philanthropy, or the nonprofit sector.

- b) A commitment to and understanding of ASME's constituencies, preferably based on experience.
- c) Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals.
- d) Personal qualities of integrity, credibility, and a passion for improving the lives of ASME's constituencies.
- e) Can listen and present with an open mind.
- f) Makes timely decisions.
- g) Respects the Board process.
- h) Willing to serve on committees or task forces.

Service on ASME's Board of Governors is without remuneration, except for administrative support, travel, and accommodation costs in relation to Board Members' duties.

Term

- a) One Year as Board of Governor-elect
- b) Three Year term as member-at-large beginning and ending during the second Business Meeting of the fiscal year of the Society at a time designated annually by the Board of Governors.

Travel

- a) Board of Governors members are required to travel to all meetings unless there are extenuating circumstances.
- b) Board of Governors members are eligible to receive a travel expense contribution for their travel to meetings per the Society Policy P4.5.

Meeting Participation

- a) Prepare for, attend and actively contribute at scheduled board meeting and retreats.
- b) Participate fully in meeting, avoiding all distractions or other activities.
- c) Vote on all ballots or motions requiring action.

Post Meeting Work

- a) Delegate responsibility for developing meeting minutes to the appropriate individuals.
 - b) Review and approve meeting minutes and provide feedback to verify accuracy.
 - c) Verify that action items from the Board of Governors meetings are pursued and closed out in an appropriate and timely manner
-

Future NC Selection Meetings

2019 Nominating Committee Selection Meeting
June 2-4, 2019
JW Marriott Orlando Grande Lakes
4040 Central Florida Parkway
Orlando, FL 32837

For more information on the Nominating Committee or running for a Society Officer Position, please contact RuthAnn Bigley at bigleyr@asme.org.

January 15, 2019
Revised: February 20, 2019



ASME President – Position Description

Position Summary

C4.1.3 The President shall be a corporate member of the Society who has reached at least the grade of Member. He or she shall be elected for a term of one year. The President may not serve more than one term except if he or she is appointed to fill a vacancy.

B4.3.2 The President shall be the chief elected officer of the Society. The individual shall preside at all Business meetings of the Society and of the Board of Governors and shall perform other duties as the Board may from time to time prescribe. The President may not be an employee of the Society.

The President's Responsibilities and Duties include the following:

- a) Serves as Chair of the Board of Governors (BOG), setting the agenda and guiding the BOG to fulfill its responsibilities to ASME. The President leads, maintains order and sets the tone of discussion at the BOG meeting.
- b) Builds and cultivates a strong working relationship with Executive Director, fellow Board members, as well as between the Board and the Executive Director.
- c) Populates committees subject to board approval. Chair positions are largely dictated by ASME By-Laws and Policies. Appoints BOG Liaisons to selected committees reporting to the BOG.
- d) Assists with candidate briefings and provide guidance to Nominating Committee including the needs of the BOG in support of the Strategy.
- e) Champions and emphasizes criticality of organizational culture, values, and behaviors to successfully achieve the ASME strategy, mission and vision, including diversity and inclusion.
- f) Represents the face of ASME to the volunteers. Support and champion a strong volunteer and consistent communications activity across ASME.
- g) Champions, communicates and enables continuity of the Strategic Plan and supporting implementation plans including allocating appropriate time, attention, and focus to the strategic planning process at Board meetings.
- h) Chairs BOG meetings where proposed changes to policies are discussed and voted upon per prescribed procedures.

- i) Serves as Spokesperson for ASME working with the staff communication team, government relations staff, and other appropriate staff and volunteers communicating and supporting the mission, vision, strategy and values to the volunteers and stakeholders.
- j) Exercises duties of due care, loyalty, and obedience.
- k) Serves as member of the BOG. (refer to Position Description, Member-at-Large, Board of Governors)
- l) Exercises a forward looking vision for the future of the organization.
- m) Establishes Presidential Task Forces and teams as needed to implement the mission, vision and strategy of the organization.
- n) Is responsive to the needs of the entire organization and not only a particular unit.
- o) Serves as a voting member of the Presidential and Executive Director Team, Executive Director Evaluation and Staff Compensation Committee, and the Strategy Advisory Committee.
- p) Selected the recipients of the "President's Award".
- q) Appoints the Committee of Inspection of Proxies and Ballots (B6.2.3).

Qualifications

This is an extraordinary opportunity for an individual who is passionate about ASME's mission and who has a track record of board leadership and ASME contributions. The nominated President will have achieved executive leadership stature in business, government, philanthropy, or the nonprofit sector, and will have achieved senior leadership distinction within ASME. His/her accomplishments will allow him/her to lead the Board and inspire the volunteers of the Society.

In addition to the qualifications for the ideal Board Member (refer to Position Description, Member-at-Large, Board of Governors), ideal candidates for President will have and be able to demonstrate the following qualifications:

- a) Extensive professional experience in leading teams and senior executives in a global or multisite organization, having earned the respect of their peers in their profession.
- b) Extensive experience, knowledge and understanding of business systems, including financial responsibilities, strategic development and implementation.
- c) Expert level of knowledge of ASME's strategy and its core functions in the marketplace, while understanding the external opportunities and threats that impact the organization.

- d) An approachable and available leader who listens objectively and actively, and can effectively run productive meetings.
- e) Excellent coalition building skills while working effectively with stakeholders; a persuasive negotiator able to achieve consensus amongst differing opinions.
- f) Outstanding presentation and communication skills and the experience and proclivity to be an outgoing spokesperson, relationship builder, and fundraiser.
- g) Is an inspirational leader to all audiences: student, early career, member, and retiree.
- h) Is not a micromanager.

Term

- a) One Year as a President-elect, one year as President, and one year as Immediate Past President
- b) Past President for life

Travel

- a) The President is required to travel to all meetings of the BOG, Presidential and Executive Director Team, and other meetings relevant for fulfilling the role as Chair of the BOG. The President may delegate additional speaking engagements and opportunities to represent the Society to the Immediate Past President or President-Elect.
- b) The Executive Office is responsible for travel, correspondence and speaking support on behalf of the President.

Pre-Meeting Participation

Sets the BOG agenda and tone for Board meetings, ensuring the Board Agendas reflect input from various stakeholders.

Meeting Participation

- a) Lead, maintain order, and set the tone of discussion at the BOG meeting.
- b) Participate fully in meeting, avoiding all distractions or other activities.
- c) Vote on all ballots or motions requiring action.

Post Meeting Work

- a) Reviews meeting minutes, prior to distribution, and provides feedback to verify accuracy.

- b) Verifies that action items from the Board meetings are pursued and closed out in an appropriate and timely manner.
-

Future NC Selection Meetings

2019 Nominating Committee Selection Meeting
June 2-4, 2019
JW Marriott Orlando Grande Lakes
4040 Central Florida Parkway
Orlando, FL 32837

For more information on the Nominating Committee or running for a Society Officer Position, please contact RuthAnn Bigley at bigleyr@asme.org.

January 15, 2019
Revised: February 20, 2019



Board of Governors Agenda Item Cover Memo

Date Submitted:	April 30 th , 2019
BOG Meeting Date:	June 2 nd , 2019
To:	Board of Governors
From:	ASME Philanthropy
Presented by:	Kathleen Lobb, Managing Director, Philanthropy Anand Sethupathy, Managing Director, Programs
Agenda Title:	ASME Foundation – Case for Support

Agenda Item Executive Summary:

Over the past few months, the ASME Philanthropy team has been working to develop a “Case for Support.” This Case will be the internal and external messaging used to solicit grants, sponsorships, major gifts and other donations in a significant fundraising effort to support the ASME Foundation’s work. This presentation will provide an overview of the Case for Support and the factors on which it is based.

Proposed motion for BOG Action:

For information and discussion only.

Attachments:

PowerPoint presentation on ASME Foundation - Case for Support



Presentation to the Board of Governors

June 2, 2019

Kathleen Lobb

Managing Director, ASME Philanthropy
Executive Director, ASME Foundation

Anand Sethupathy

Managing Director, ASME Programs

What to Expect From Presentation

- Overview of the ASME Foundation's "Case for Support" and factors on which it is based
- For Board of Governors' information; no action required
- Please hold questions until the end
- 25-minute presentation followed by 20 minutes for Q&A

A New Day for The ASME Foundation

HL-20

Engineers make our lives better, safer, and more enriching.

The ASME Foundation works to spark a lifelong passion for engineering and to nurture brilliant, innovative solutions.

With the right support, the world-changing possibilities are infinite.

Process to Develop ASME Foundation's Case for Support

- Partner with the Foundation Board and other key ASME stakeholders
- Work with experts in fundraising and branding
- Develop plan to expand proven programs while adding compelling new initiatives
- Conduct research to test the Case with many potential donors – audience for Case is primarily external

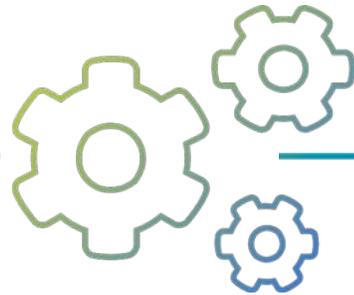
Requirements for a Major Campaign

- A vision to address important global issues
- Institutional credibility
- Programs with demonstrable impact
- A bold, relevant, and timely Case for Support

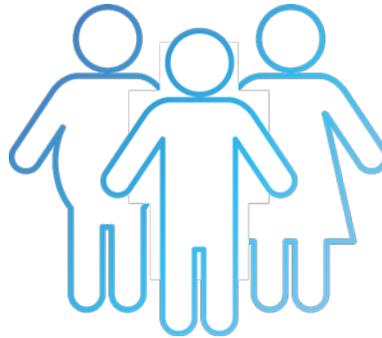
The Key Issues



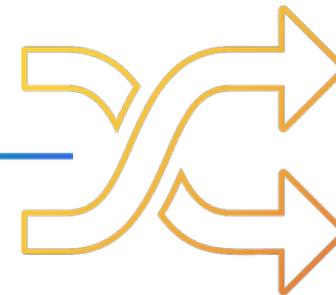
Increasing urgency of global problems



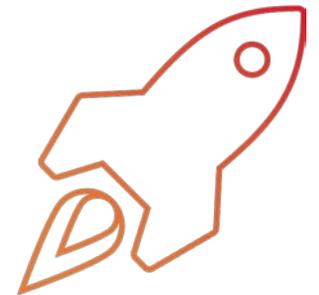
Shortage of qualified engineers



Lack of diversity in engineering



Engineering graduates missing interdisciplinary training



World-changing innovations needing support to get to market

Only ASME



Since 1880, setting global standards, advancing engineering, and serving the public good

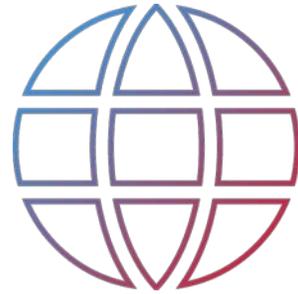
Positioned at the intersection of Industry, Academia, and Government

Guided by an interdisciplinary perspective, bridging all engineering disciplines

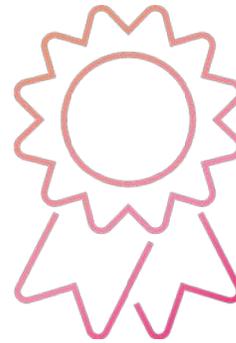
Only the ASME Foundation



Powerful Programs



Global Reach



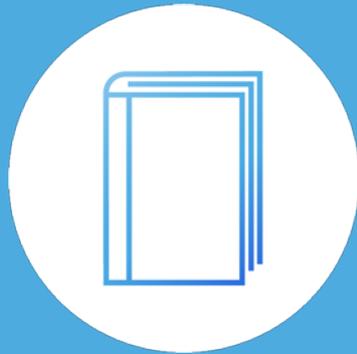
Institutional Excellence

Introducing

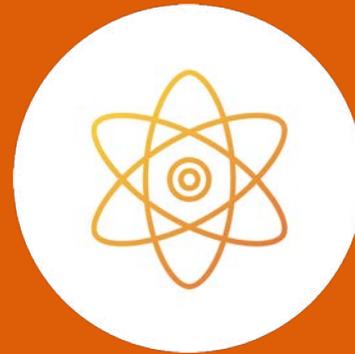
The Campaign *for*
Next Generation Engineers

Who Transform The World

The Campaign *for* Next Generation Engineers



**Education
that Inspires**



**Careers
that Matter**



**Ideas
that Innovate**



Education that Inspires

ASME INSPIRE

Sparking passion
in K-12 students

ASME E-Fest™ & EFx™

Igniting engineering
creativity in college

Scholarships

Making an engineering
education possible



What happens when a 12-year-old girl from Chicago's South Side learns how to 3-D print her own sneakers?

ASME INSPIRE

- Classroom-based INSPIRE is a scalable STEM education program
- A six-week module that explores the wonders of engineering with K-12 students
- Offered free of charge, with emphasis on Title 1 schools in underserved communities
- Currently in 1,300 out of 96,000 public schools in U.S., with more than 100,000 participants in all 50 states
- Outstanding ratings from both students and teachers



“

ASME INSPIRE

"It changed the way I look at things – the world and how I can change my life and others through learning about new things in science, math and engineering. It's really cool." – *Leylanie, 7th grade girl*

"I learned that everything works together. People, technology, even simple machines – all work together, all rely on one another in order to work perfectly. So everything needs to work in harmony." – *Logan, 7th grade boy*

"Students at this age often lack the knowledge of engineering and STEM-related careers along with the confidence to see themselves in these roles. ASME INSPIRE starts a conversation about the possible. All students, regardless of family income, can aspire to a career in the STEM path."

– *Lesa Levi, Counselor, Platte City Middle School (Missouri)*

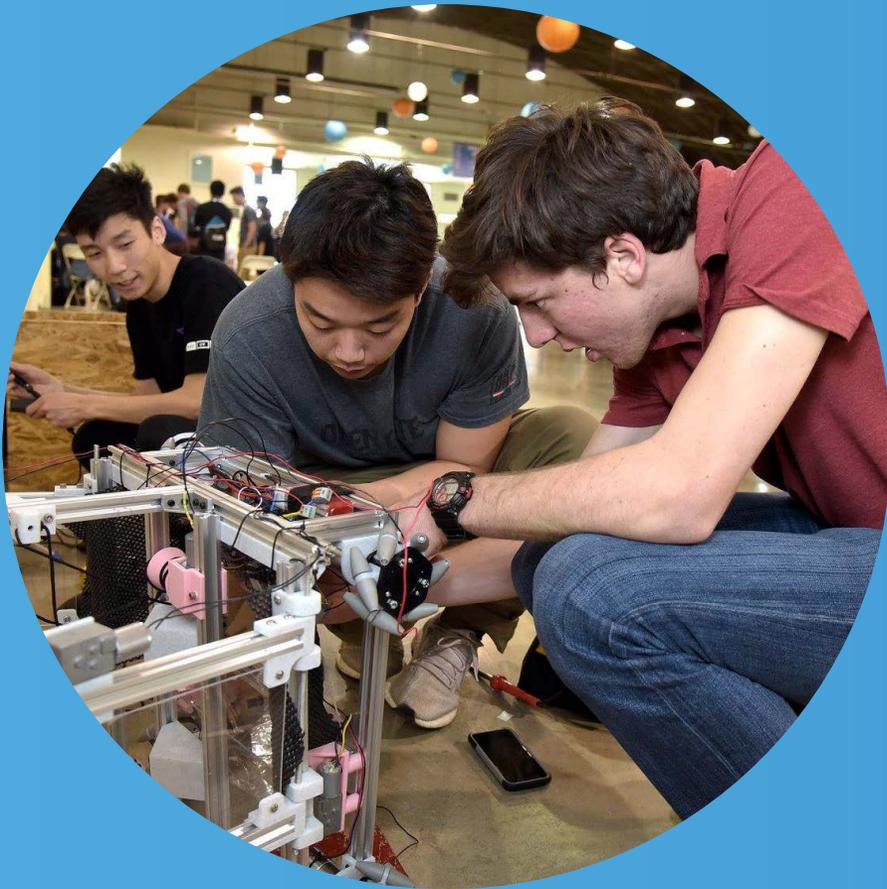
”



ASME INSPIRE

Campaign Goals:

Expand program from 1,300 schools serving 100,000 K-12 students in the US to 250,000 students worldwide



Where do college students go to become actual inventors?

ASME E-Fests™ and EFx™

- Events that offer challenging competitions, skill-building workshops, and networking opportunities
- Connect college-age students to professional engineers
- Currently four E-Fests™ annually: two in the U.S., one in India, and one in South America
- Ten EFx™ events in 2019, managed locally using ASME-provided toolkit
- Piloting global E-Fest™ digital competitions



2019 Winning Team – E-Fest™ Human-Powered Vehicle Challenge



ASME E-Fests™ and EFx™

Campaign Goals:

- Extend global reach from 5,000 engineering students per year to over 40,000
- Increase E-Fest from four events per year to seven, covering more parts of the world
- Grow EFx™ events from 10 annually to nearly 100 cities where ASME has a major presence and engage 25,000+ mechanical engineering students annually



ASME Scholarships



“

"The thought of delaying my senior year indefinitely until I could save up the money was heartbreaking. But thanks to the ASME Foundation Scholar Award, I was able to afford tuition and graduate with my B.S. in mechanical engineering."

”

-Meredith Campbell, ASME Foundation Scholar, International Space University, Strasbourg, France

ASME Scholarships

- Scholarships can help increase the diversity of the global engineering workforce
- Direct financial support for college-level engineering students in the U.S. and abroad
- Nearly 45% of ASME scholarships are awarded to students of color and 40% are awarded to women
- Aid to international students for whom small amounts make an enormous difference



Scholarships

Campaign Goals:

- Double total number of scholarships given annually
- Introduce four-year scholarships for women and students from underserved communities
- Add more international scholarships



Careers that Matter

ASME CAREER ADVANCEMENT CENTER

Guiding early-career
engineers

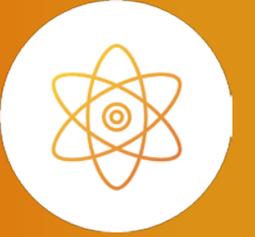
FEDERAL FELLOWS

Engineers informing
public policy

ASME Career Advancement Center (CAC)

- Digital platform to share professional profiles including background, interests, skills, location, employment goals
- Easily accessible source of personalized career guidance and opportunities generated by CAC's machine-learning algorithms
- Participants connect online and in person according to geography and technical interests
- Build professional networks through ASME's global member database



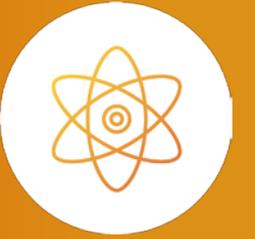


ASME Career Advancement Center

Campaign Goals:

- Develop databases, algorithms, and career guidance roadmaps
- Engage 100,000+ engineers by 2030

Federal Fellows



“

“Said has been an essential member of our team... He has significantly increased the footprint of the Manufacturing Caucus including signing up 108 bipartisan members – the most members in the Caucus history. He is one of the most sought after staffers on the Hill regarding these policy issues, and I am proud to call him a member of our team.”

– *The Honorable Tim Ryan, Member of Congress*

”

Federal Fellows

- The evidence-based perspective of trained engineers is critical to debates on key policy issues related to energy, manufacturing, and technology, among others
- Opportunities in the U.S. Congress, the White House and federal agencies
- ASME Foundation offers a stipend to four engineers annually to advise on legislation and regulation involving science and technology



Federal Fellows

Campaign Goals:

- Endow the existing program with permanent funding
- Expand program from four to up to ten Fellows annually



Ideas that Innovate

How can you harvest water from the air in the desert?

How can off-the-grid farmers get milk **cold** to market?

How can you build a life-saving ventilator for under \$20?



Ideas that Innovate

ENGINEERING FOR CHANGE

Sharing World-Changing
Ideas

ASME CATALYST

Advancing from Concept
to Prototype

ISHOW

Bringing Prototypes
To Market

Ideas that Innovate

- These three ASME programs help engineers navigate the development of new technologies that address the United Nations Sustainable Development Goals (SDGs), the series of 17 objectives that address humanity's most pressing challenges
- ASME works to ensure that engineers can help improve quality of life in their communities



E4C Digital Community

- Engineering for Change (E4C) is ASME's digital community of 1 million+ active followers focusing on global development issues
- Users around the world engage to share information, learn from experts, and connect to peers and employment opportunities
- Serves as a springboard and inspiration for early product innovation and technology ideas
- These ideas can advance to ASME Catalyst and ISHOW programs



E4C Digital Community

Campaign Goals:

- Expand online community beyond current user base of 1 million+ followers
- Grow digital platform to further enable exchange of social development ideas and advancement of technology solutions

ASME Catalyst

- New initiative to help social entrepreneurs advance innovative ideas from concept to prototype, with goal of helping improve quality of life
- Enables access to mentorship, technical advice, and proof-of-concept funding
- The most promising prototypes may be invited to apply for inclusion in the ISHOW program



ASME Catalyst

Campaign Goals:

- Establish and grow this initial-concept-to-prototype development program to 25+ worldwide locations
- Support realization of over 1,000 prototypes that address concerns outlined in UN SDGs over 10 years

ASME ISHOW

- Successful “Innovation Showcase” competition for early-stage social entrepreneurs to demonstrate hardware solutions to an influential audience
- Competitive format held three times per year in US, India and Kenya, that provides expertise, seed capital, and marketing insight to aspiring social entrepreneurs
- Proven method for advancing high-potential new products from prototype to scale in service of global development needs





ASME ISHOW

Campaign Goals:

- Increase number of annual ISHOW events from three to 12+ annually around the world
- Enhance current support of 30 early-stage ventures each year to over 120 annually



The Campaign *for* Next Generation Engineers

Who Transform The World

NEXT STEPS

- Conduct Case research with prospective funders
- Revise Case and provide to Board
- Develop marketing materials: Foundation website, brochure, and videos
- Implement strategic fundraising plan

The Campaign *for* Next Generation Engineers

Who Transform The World

- Inspire more – and more diverse – young people to explore the wonders of engineering and its potential to serve humanity
- Empower college students to pursue inventive and meaningful careers in engineering
- Lead early-career engineers to the very best opportunities
- Lift up creative engineering ideas that can change the world

The Campaign *for* Next Generation Engineers

Who Transform The World

Please join us as we take on the challenge to nurture and support the dream-makers of tomorrow.

Engineers build the future. Help us build theirs.



The Campaign *for*
Next Generation Engineers
Who Transform The World

APPENDIX

Campaign Fundraising Goals



Education that Inspires

Igniting a lifelong passion for engineering in K-12 through post-graduate students

\$42 Million



Careers that Matter

Connecting working engineers to the professionals, resources, and opportunities that propel meaningful careers

\$13 Million



Ideas that Innovate

Launching the breakthrough ideas and technology of rising engineers

\$27 Million



Other

\$20 Million

Board of Governors Agenda Item Cover Memo

Date Submitted:	April 30 th , 2019
BOG Meeting Date:	June 2 nd , 2019
To:	Board of Governors
From:	ASME Programs Team
Presented by:	Anand Sethupathy, Managing Director, Programs
Agenda Title:	ASME Programs Update

Agenda Item Executive Summary:

The presentation will provide an assessment of the current state of ASME's mission oriented programs. It will also cover the forces influencing their direction and the high-level roadmap planned for Programs.

Proposed motion for BOG Action: *(if appropriate)*

For information and discussion only.

Attachments:

PowerPoint presentation on ASME Programs Update

ASME (Philanthropic) Programs

Update for the Board of Governors

June 2nd, 2019

Anand Sethupathy, Managing Director, Programs

What to Expect from Presentation

- **Brief Description:** The presentation will provide an assessment of the current state of ASME's mission oriented programs. It will also cover the forces influencing their direction and the high level roadmap planned for Programs.
- **Desired Outcome:** Information and discussion only
- **Questions:** Please hold questions until after the presentation
- **Duration:** 30 minutes total: 20 minutes presentation, 10 minutes questions

Agenda

- Background
- Lessons Learned
- Challenges
- Opportunities
- Roadmap
- Vision for the Future

Background



- Joined JPMorgan Chase during Occupy Wall Street
- Tasked with building out Tech related CSR
- Identified a Business Challenge that Could Benefit from CSR
- Bank was struggling with recruiting Technical Talent
- Developed Programs to address Business Challenges
- Scaled Programs Globally
- Demonstrated measurable impact on Attraction, Retention and Performance of Talent

Joined ASME in March of 2018

Over the past 18 months, have been doing a deep dive into ASME Programs and see tremendous potential



ASME Lessons Learned

- **Long-Term:** We need to play a long game focusing on relationships and meaningful experiences that connect our constituents to ASME for a “lifetime”
- **Leveraging the Network:** Our local section and division leaders are smart and motivated people, however they are time and money constrained. They needed templated programs that they can tailor to meet their audiences needs
- **International:** International markets are excited for us to engage with them and represent an opportunity for substantial growth. We can leverage Programs as an early entry tool into strategic markets
- **Early Career:** We are doing okay at the college level (and are about to get a lot stronger) with nearly 25,000 student members, but we lose most of them when they graduate

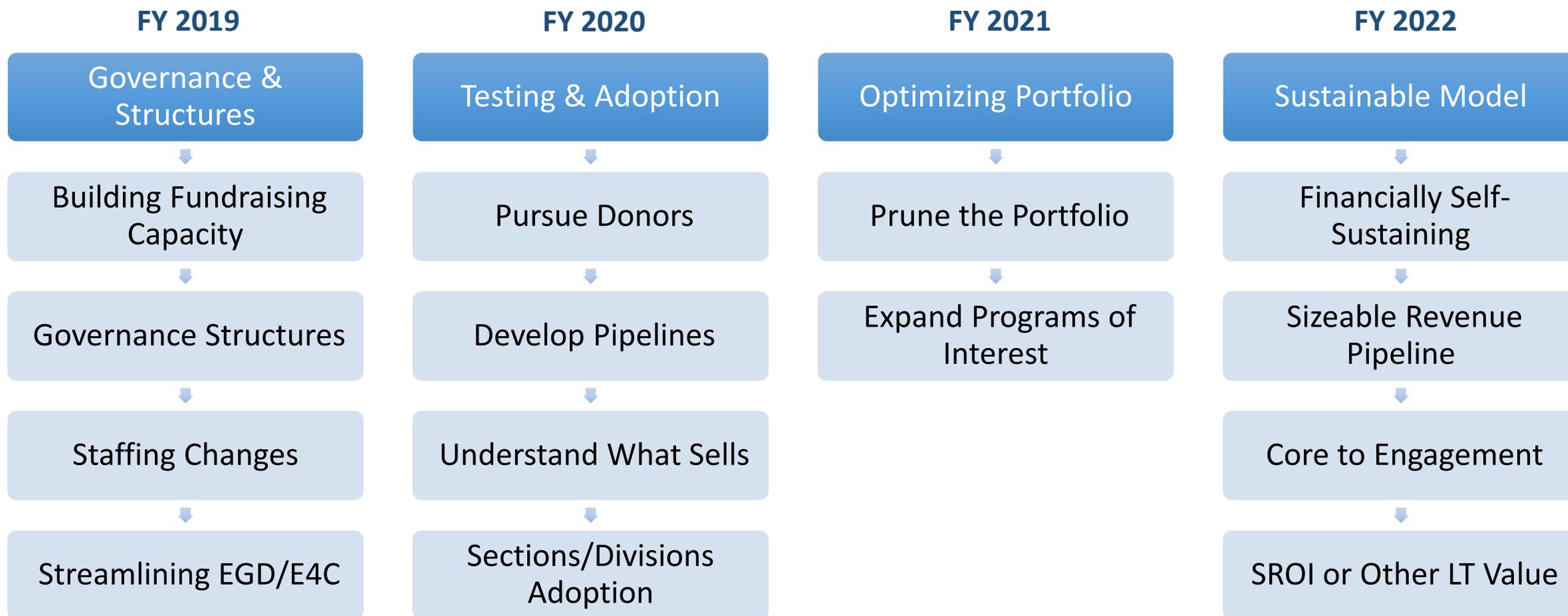
Challenges

- **Revenue Generation:** ASME had not previously developed a fundraising capacity causing the org to carry the costs of programs from the surplus of other business units. This is a short term problem that will be resolved in the next few years.
- **Engagement:** The Programs team has not effectively engaged with Sections and Divisions in forging and delivery of programs. This has already started to change and much of our focus moving forward will be on enabling Student Sections, Professional Sections and Divisions to thrive with Programs.
- **Non-Financial Value:** Many of the current Programs like E-Fests/EFx, FutureME, and INSPIRE have downstream financial and social impacts on ASME. We have not effectively captured or told the full story of these impacts and that will be partly addressed by our SROI initiative.

Opportunities

- **Established Portfolio:** We have the good fortune of having an established branded set of programs that we can readily go out and fundraise around.
- **Scale:** Many of our programs have national or global scale with reach to thousands of constituents. This will enable us to make larger asks to donors and it also enables us to bring these programs out to our sections/divisions more easily.
- **We Haven't Asked:** We have not fatigued funders and as such we are the “new kid on the block”, but we bring a reputable ASME legacy and established programs to the table.
- **Younger Generation:** All of our past research indicates that our Students and our Early Careers Engineers think about “giving back”. Our programs will represent a mechanism for them to get engaged and give back while also forging a deeper connection to ASME.

Roadmap for Programs



Vision for the Future of ASME Programs

- High Engagement:**
 - Most section or division are leveraging one or more ASME Programs.
- Sustainable:**
 - All programs are either financially self-sufficient OR have a compelling downstream measures (such as SROI) that the BoG considers critical for the society.
- Adaptive:**
 - Programs are not static and continuously adapt to the evolving needs of our Members, Donors and Constituents.
- Flexible:**
 - Programs are templated centrally but can be adapted by Sections/Division to meet the needs of their specific audiences.
- Strategic:**
 - Programs become a strategic tool in the BoG's arsenal to enable change across the Society and to pursue Opportunities.

APPENDIX

- Examples of how we are evolving specific programs to fit the aforementioned strategy

ASME INSPIRE



High Engagement:

- A federated toolkit developed for sections to engage with local schools

Sustainable:

- Program has a 5 year history and now reaches over 100,000 students/year providing a solid base to begin fundraising around

Adaptive:

- Per our contract with EverFi, we have the right to work with them to adapt the curriculum

Flexible:

- While the core of INSPIRE is the digital platform, the relationships with local schools can be leveraged to engage in a variety of ways

Strategic:

- INSPIRE has a diversity focus with 64% of schools served being Title I and 44% of participants being female

ASME EFx



Stats in FY19:

9 EFx Events Completed (US, India, Mexico)

2,816 Students Attended

887 ASME Membership Sign-Ups

High Engagement:

- A federated, low-cost, low-overhead model for student sections to put on one day E-Fest type events

Sustainable:

- Less than 10% the cost of running an E-Fest and largely locally organized by host school(s)

Adaptive:

- FY19 was pilot year, model will continue to evolve to meet student/sponsor/ASME needs

Flexible:

- Local organizers have autonomy to craft the event program within the constraints of an ASME playbook

Strategic:

- Strategic tool to ignite student sections and raise ASME brand awareness on campuses



Board of Governors Agenda Item Cover Memo

Date Submitted:	May 13, 2019
BOG Meeting Date:	June 2, 2019
To:	Board of Governors
From:	Josh Heitsenrether, Managing Director – Marketing & Digital Strategy
Presented by:	Josh Heitsenrether
Agenda Title:	Preview of New ASME.org Website

Agenda Item Executive Summary:

The relaunch of ASME.org will occur at the end of June. This session will feature an overview of the goals, components, and scope of the project, as well as a preview of the designs for the new home page and seven other page templates.

Proposed motion for BOG Action: **None**

Attachments:

ASME.ORG Relaunch Preview

Josh Heitsenrether

Managing Director, Marketing & Digital Strategy



What to Expect from Presentation

- **Brief Description** - This session will be an update on the relaunch of ASME.org and will feature an overview of the goals, components, and scope of the project, as well as a preview of the designs for the new home page and seven other page templates.
- **Desired Outcome** - Information Only
- **Questions** – Please hold questions until after the presentation
- **Duration** – This presentation will be approximately 20 minutes (2 slides plus website demo) with 10 minutes for questions at the end.

Unified Digital Architecture Initiative

Project Components

1. ASME.org Website Redesign Phase 1

- Online Strategy
- Responsive design templates
- Calendar of Events
- Taxonomy
- Style Guide
- eCommerce Front-end User Experience*
- Online Marketing Tools
- Content clean-up & SEO enhancements
- Newsletter templates

2. Microsites: Development & Enhancements

3. Site Search

Out of Scope

- Unit-specific enhancements or customizations to common templates
- Back-end of ecommerce and product catalog management
- Completely new functionality or features that do not exist on ASME.org today
- Community pages/platform



*Back-end eCommerce and product management functionality will be part of the separate Personify Replacement Project

Website Redesign

Top 5 Goals

- **Responsive Design**
- **Modern Navigation & Improved Usability**
- **Improved Search & Discovery**
- **More Integrated Storytelling & Content**
- **Measurable Outcomes tied to Organization's Goals**



Relaunch Preview

This portion will be demo of an HTML version of the site – there are no slides.

Questions

**ASME Board of Governors
Closed Session
Agenda Item
Cover Memo**

**Date Submitted: May 13, 2019
BOG Meeting Date: June 2, 2019**

**To: Board of Governors
From: Tom Costabile
Presented by: Tom Costabile
Agenda Title: FY19 Q3 ED Goals Update**

Agenda Item Executive Summary:

Tom Costabile will provide a Q3 update on the FY19 ED Goals.

Proposed motion for BOG Action: None.

Attachments:

FY19 ED Annual Goals Q3 Status Update

EDESC – May 1, 2019

Board of Governors – June 2, 2019

Thomas Costabile, Executive Director/CEO

FY19 ED Goals: Recommended by EDESC and ED for BOG Approval

General Construct:

- Stated Goals are generally broad measures of desired outcomes; generally harder to measure
- Stated Objectives are generally measurable and observable and reflect success in achieving the goal
- Goals may be fairly consistent year to year, but stated objectives, or success metrics may vary
- Progress reports begin with Q2 for FY19

Goal	Objectives
Operational Excellence	<ul style="list-style-type: none"> • Develop a dashboard for clear presentation of key metrics • Launch FY20 IOP development plan • Strengthen EMT bench - Report on staff organizational changes • Report on succession planning • Work with EDESC to assess and refine incentive compensation plan
Delivering on the Strategy	<ul style="list-style-type: none"> • Develop plans and deliver outcomes for the 5 focus technologies • Develop an international strategy • Develop the path forward on Membership • Explore and report on M&A opportunities • Update BOG on enterprise SWOT, with a focus on IBR
Strengthen Volunteer/Staff Partnership	<ul style="list-style-type: none"> • Build volunteer engagement/relationship and report on insights from reaching out to volunteers and staff • Develop top issues list and report • Report on initiatives to improve communication • Report on initiatives to improve staff culture • Conduct a staff culture survey

FY19 ED Goals: Q3 Update

Summary of Progress through Q3 of FY2019

- Progress for each Goal is shown in bold for the current quarter
- Previously reported progress is shown in grey shaded text
- 5 of the 15 Goals have been completed
- The remaining 10 goals will be completed by the end of FY2019
- Tasks/work associated with several goals will be carried through to FY2020 as noted herein
- Deliverables of several goals will be reported on as noted herein and be used to continue to monitor the success of the ED/CEO and overall organization

FY19 ED Goals: Q3 Update

#	FY19 ED Goals	Q1	Q2	Q3	Executive Commentary			
					On Track	At Risk	Off Track	Complete
	Operational Excellence							
1	Develop a dashboard for clear presentation of key metrics	On Track	On Track	On Track	Q1 - Initial draft & format discussed with PEDT October, 2018; Update to be provided monthly. Q 2 - Template format completed, researching software for compilation and distribution of results. Q3 - The dashboard template is complete and being published manually as the new software is under going testing. Final rollout is scheduled for reporting on May 2019 results.			
2	Launch FY20 IOP development plan	On Track	On Track	On Track	Q1 - Schedule provided to PEDT October, 2018; Plan development on track. Q2 - Schedule updated on 12-13-18 with all items on track. Q3 - Initial IOP plan approved by BOG at April 8, 2019 meeting, final integration will be presented at June 5, 2019 BOG meeting.			
3	Strengthen EMT bench - Report on staff organizational changes	On Track	On Track	Complete	Q1 - Initial 3 phase restructuring plan presented to PEDT, BOG, SVPs in July, 2018; Phase 1 of the plan completed in August, 2018 releasing 8 individuals and realigning 4 departments; Completed internal movement of 40 plus staff; Currently reviewing departmental needs with select MD's and EMT; Began restructuring of ASME Foundation Staff. Q2 - Additional restructuring under consideration, timing mid February; Informed PEDT and COFI; will present to BoG on Feb 1, 2019 for final review and concurrence before implementation. Q3 - Restructuring successfully completed, minor enhancements will continue through the end of FY2019. New hires adding additional strength to the organization are included in the FY2020 Plan approved by the BOG at the April 8, 2019 BOG meeting.			
4	Report on succession planning	On Track	On Track	Complete	Q1 - Initial Succession plan discussed with PEDT in September, 2018; Currently evaluating needs and priorities for identifying secondary open positions. Q2 - Initial succession plan complete through director level, there are openings which need to be addressed; Presented initial plan to COFI as an FYI and will present to BoG on Feb 1, 2019 as an update; Working with EMT to determine specific needs coordinated with revisions to strategy, the IOP and FY20 financial plan. Q3 - Succession plan for Director level and above complete. Currently updating/finalizing plan per FY2020 Initial Business Plan and IOP. Will provide an update to EDESC at the end of Q2 and Q4 of each fiscal year.			
5	Work with EDESC to assess and refine incentive compensation plan	On Track	On Track	Complete	Q1 - Initial discussions with EDESC regarding selection of consultant conducted in August/September, 2018; In process of retaining consultant. Q2 - Engaged consultants to review incentive compensation plan, review and agreed to comparable organizations and submitted an initial cost comparison of options for review by the EDESC. Q3 - New incentive plan presented and approved by BOG at the April 8, 2019 BOG meeting. Will provide an update to EDESC at the end of Q2 and Q4 of each fiscal year.			

FY19 ED Goals: Q3 Update (continued)

Delivering on the Strategy				
6	Develop plans and deliver outcomes for the 5 focus technologies			Q1 - Start Pending. Q2 - Discussed details with Task Force, meetings to be held in February. Q3 - Currently reviewing recommendations of Task Force and working with staff regarding development of a pilot program for the manufacturing sector. This effort will require additional staffing and as such will not be completed in FY2019. Accordingly this task will be carried into FY2020.
7	Develop an international strategy			Q1 - Assembled team of ASME staff to develop draft outline for detailed development of International strategy consistent with overall ASME strategy and IOP; Initial draft to be distributed in Q2 FY2019. Q2 - Initial evaluation has been developed for presentation to the BoG at the Feb 1, 2019 meeting for discussion and consensus on next steps. Q3 - Team of volunteers and staff has been identified and the team is currently drafting a charter and timeframe for review and development of the initial concept document presented and approved by the BOG at the February 1, 2019 BOG meeting. The team will present an update to the BOG at the June 2, 2019 BOG Meeting.
8	Develop the path forward on Membership			Q1 - Working with consultants, staff and Task Force regarding development of new membership model; Currently surveying key constituents regarding development of questionnaire for distribution to full membership. Q2 - Consultants work continues on plan. Next milestone is review and discussion with Task Force in February, 2019. Q3 - Membership Task Force presented final recommendations based on the ongoing work by ASME staff and outside consultants at the April 8, 2019 BOG meeting. It was acknowledged and agreed that the consultants work is on schedule and will continue as projected. Regular reports will be provided to BOG for the remainder of FY2019 and FY2020.
9	Explore and report on M&A opportunities			Q1 - Have commenced discussions with 4 entities, 1 will not continue. Q2 - Discussions continue with 6 entities, no firm commitments yet. Outside counsel reviewing details for JV organizational structure. Q3 - Discussions continue with active interest. Updates are provided to PEDT to ensure confidentiality.
10	Update BOG on enterprise SWOT, with a focus on IBR			Q1 - Start Pending. Q2 - Initial meetings held with peer societies, developing an assessment for review with PEDT in March, 2019. Q3 - Initial meetings have been held with peer societies as well as with members of Congress. Initial draft of SWOT analysis is being prepared and will be presented at the June 2, 2019 BOG Meeting.



FY19 ED Goals: Q3 Update (continued)

Strengthen Volunteer/Staff Partnership					
11	Build volunteer engagement/relationship and report on insights from reaching out to volunteers and staff				Q1 - Review relationship matrix of 36 divisions and began discussions with 4 key disgruntled divisions; Discussions to date have been positive & focused on rebuilding relationships; Working with Organizational Task Force regarding restructuring of sections which will facilitate the development of a staff realignment plan to improve communication with professional and student sections. Q2 - Developed preliminary plan to improve GEC team focused on outward communications with Sections and Student Sections. Will complete once data is received from the Task Force. Q3 - Currently evaluating recommendations from the Task Force as well as conducting interviews with all 36 Divisions to independently learn of issues and enhancements desired by the volunteers. Have met with many volunteers initiating positive change. PEDT is aware of the positive changes achieved to date.
12	Develop top issues list and report				Q1 - Working concurrently with development of key metrics dashboard noted above. Q2 - Monthly summary provided and discussed with PEDT during in-house meeting; Work continues to coordinate presentation as part of Dash Board note in item 1 above. Q3 - Top ten issues list distributed to PEDT and reviewed at each PEDT meeting.
13	Report on initiatives to improve communication				Q1 - Implemented All Hands meetings & podcasts; currently developing ED Social Media platform. Q2- Continue conducting staff directed All Hands meetings, added a monthly meeting with EMT, MD's and Directors to exchange Top 3 Items from each Director; Continue Pod Casts which have been favorably received by members and staff. Q3 - All of the above noted meeting are on going. Will share an update and a few stories/letters of appreciation form the ASME staff and volunteers at the June 2, 2019 BOG Meeting.
14	Report on initiatives to improve staff culture				Q1 - Implemented changes to dress code and building access; Currently reviewing other policies; Began Management by Grazing; Introduced ED Open door policy. Q2 - Continue Management by Grazing, monthly lunches with selected staff and ED and implemented quarterly recognition breakfasts. More to follow based on result of up coming culture survey. Q3 - Continue to review effectiveness of current communication meetings; Updating employee recognition programs. Additional enhancements/programs are anticipated per the results of the upcoming employee culture survey.
15	Conduct a staff culture survey				Q1 - Working with HR staff regarding development of survey and retaining a consultant. Q2 - HR team is developing details and timing for conducting the survey tentatively scheduled for late April. Q3 - Initial survey questions completed; Survey will be conducted in May, 2019; Will provide an update and/or full survey results during the June, 2019 BOG Meetings all depending on timing as advised by the consultant conducting the survey.