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2020-2021 BOARD OF GOVERNORS

Wednesday, February 24, 2021

1:00 PM – 3:00 PM (EST)

FINAL MINUTES

Attendance during the open session was as follows:

Board of Governors

President: Bryan Erler
President Elect: Mahantesh Hiremath
Immediate Past President: Richard Laudenat
Governors: Todd Allen, Andy Bicos, Joe Fowler, Laura Hitchcock, Thomas Kurfess, Richard Marboe, Michael Molnar, Karen Ohland, Paul Stevenson
Executive Director/CEO: Thomas Costabile

Other Officers

Senior Vice Presidents/Elects: Nicole Dyess, SVP Elect, Student and Early Career Development
Kalan Guiley, Public Affairs and Outreach
Thomas Pastor, Standards and Certification Sector
George Papadopoulos, Technical Events & Content
Michael Roy, Member Development & Engagement
Lester Su, SVP Elect, Public Affairs and Outreach
Callie Tourigny, Student and Early Career Development
Secretary and Treasurer: Rob Pangborn
Ass't Secretary/General Counsel: John Delli Venneri, Esq.
Chief Financial Officer: William Garofalo
Corporate Counsel: John Sare, Esq.
Governors Elect: Thomas Gardner, Sam Korellis, Wolf Yeigh

Staff

RuthAnn Bigley Manager, Governance Programs
Susie Cabanas Manager, Global Alliances and Board Operations
Julia Goodrich Director, Membership Development
Josh Heitsenrether Managing Director, Marketing & Digital Strategy
Michael Johnson Chief Strategy Officer
Jeff Patterson Chief Operating Officer
Allian Pratt Managing Director, Global Alliances & Board Operations
Karen Russo Director, Global Outreach and Board Operations
Jason Sabshon Managing Director, Enterprise Infrastructure
David Soukup Managing Director, Governance

Guests

Howard Berkof Chair, VOLT Academy
David Bogy Chair, Committee on Honors
Betty Bowersox Chair, Committee on Finance
Jennifer Cooper Diversity & Inclusion Strategy Committee

Said Jahanmir	Past President, 2018-2019
Madiha Kotb	Past President, 2013-2014
Alma Martinez Fallon	Vice Chair, VOLT
Jared Oehring	Industry Advisory Board
Keith Roe	Chair, Philanthropy Committee, Past President, 2016-2017
Wes Rowley	Chair, Committee on Organization & Rules
Robert Sims	Past President, 2014-2015
Scott Stallard	Chair, Industry Advisory Board
William Weiblen	Past President, 2001-2002
Charla Wise	Past President, 2017-2018

1. **Opening of Meeting**

- 1.1 **Call to Order:** On February 24, 2021, a meeting of the 2020-2021 Board of Governors of the American Society of Mechanical Engineers was held using the Zoom communications application. A quorum was present, and the meeting was called to order by President Erler at 1:02 PM Eastern Standard Time.
- 1.2 **Adoption of the Agenda:** The Board voted to adopt the agenda as circulated on February 10, 2021.
- 1.3 **President's Remarks:** Mr. Erler began by thanking everybody for joining the meeting. He mentioned that the COVID situation seems to be improving and thanked all staff and volunteers for their work and leadership in successfully moving ASME through this difficult time. Mr. Erler mentioned that the Executive Team is developing a path forward regarding returning to work, face-to-face events, and IT.

With the upcoming one-year anniversary of the work from home order, President Erler commended the IT department and its capabilities in keeping us connected. Despite the challenging year, he stated that ASME is stronger financially and has accomplished a great deal this past year with technical knowledge and advanced planning. The Society must look to its technical leadership and expertise, and input from the BOG is critical to help make necessary plans as we go forward.

- 1.4 **Executive Director/CEO's Remarks:** Mr. Costabile thanked everyone for joining yet another virtual meeting and expressed his appreciation to everyone for their support and guidance. He believes there is a light at the end of this COVID tunnel. FY21 continues to be a year of transition but he believes it presents more opportunities than challenges.

All ASME staff will continue to work from home at least until June 1, 2021. March 11, 2021 is the one-year anniversary of the work from home decision, and he is pleased that the staff has not missed a beat and continues to operate at 100%. Mr. Costabile stated that he has ongoing conversations with CEO's from all over the country to exchange ideas. In addition, the ET meets every day to collect data and discuss strategy. The feedback from the volunteers through surveys have an over 90 percent acceptance rate of what ASME is doing. Virtual meetings will continue for at least the next year or so and then transition to a hybrid format.

The ASME facilities team has developed procedures for returning to the offices, each one unique for each of ASME's locations. In mid-April 2021, a discussion will take place to decide the date for the first phase of returning to the office in some capacity.

The Human Resources team is working on how to establish an extended work from home procedure. There are several items to consider and once it is figured out, a special Board meeting will be called for discussion of the issue. Mr. Costabile also stated that he has been approached by several sister societies regarding the possible opportunity for co-locating. Similar to ASME, they are looking to minimize leasing expenses.

Regarding the Capital Campaign, Mr. Costabile reported that due to a few anonymous gifts, there is now 100 percent support from the ASME leadership team. He has also received positive feedback on the pillars and programs the campaign is offering. He thanked everyone for their support. The Foundation team has assembled a campaign cabinet that has attracted individuals and several well-known volunteers including Keith Roe, Ken Balky, Tom Pestorius, Terry Shoup and Bob Hauck. The committee also includes some people we had previously not been able to reach before, including Gwynne Shotwell from SpaceX, Dr. Jean Zu from Stevens Institute of Technology, Dr. Gwen Boyd from Johns Hopkins and President of ASU, Michelle Blaise of Com Ed, Carol Dahl of Lemelson Foundation, Chandrakant Patel, chief engineer of HP and Bill Magwood, Nuclear Energy Agency.

Mr. Costabile went on to point out that Bill Garofalo will summarize our financial standing shortly which will show a surplus that is assuring and encouraging. How to utilize the surplus in accordance with the strategy is an ongoing discussion. Volunteers and staff have to develop forward-thinking solutions, since the past mindset is not sustainable. He believes it will be at least two to three years before spending for non-mission critical events can take place. ASME is still working with the bank on its PPP loan. In discussions with sister societies, Mr. Costabile has learned that their loans have all been converted to direct grants and he remains optimistic that the same will happen for ASME.

Mr. Costabile advised that Jeff Patterson will give the Board a summary of the key topics discussed at the January 2021 Executive Team strategy meetings, which covered the landscape, developing assumptions for planning purposes, and laying out the fundamentals for the budget and business plan. This year we will prepare a two-year budget with the goal of getting us back to planning on a 3-year horizon.

Other updates at this meeting include a preview from IT's Managing Director, Jason Sabshon on the IT infrastructure plan; the latest information on the TEC restructuring from George Papadopoulos; quick highlights on ISIE and Techstreet; and a progress update from the Nominating Committee. Finally, Rick Marboe will give a quick overview on VOLT.

Lastly, Mr. Costabile is pleased with the ongoing planning for FY22 and beyond and believes that together ASME can come out of COVID with a reset for the future.

1.5 Consent Items for Action: No requests were received to remove any items from the Consent Agenda.

The Board voted to approve the items on the Consent Items for Action:

1.5.1 Approval of Minutes of December 15, 2020 Meeting

1.5.2 By-Law Amendments – Membership By-Law B3.2 – Fee Changes, First Reading

- 1.5.3 By-Law Amendments – Changes to B3.3 Violation of Ethics, First Reading
- 1.5.4 By-Law Amendments – Changes to the B4.2 Nominating Committee, First Reading
- 1.5.5 By-Law Amendments – TEC Sector, Changes to B4.3, B5.1, B5.2, B5.5, First Reading
- 1.5.6 By-Law Amendments – DISC Name Change, Changes to B5.2 and B5.3, First Reading
- 1.5.7 ASME General Position Paper: Diversity & Inclusion in the STEM Workforce
- 1.5.8 Proposed Appointment – Public Affairs and Outreach

2. **Open Session Agenda Items**

- 2.1 **Financial Review:** Before Bill Garofalo’s report, Tom Costabile noted that the slides everyone is about to view are confidential and not public information. He would therefore like everyone’s cooperation in not taking screenshots.

Bill Garofalo thanked everyone for their input and comments in reviewing the December 2020 financial package. His presentation outlined the Operating Results of FY21’s January YTD Actuals vs. Forecast; FY21 January’s YTD Actual vs. Budget; FY21’s January YTD Actual vs. Prior; ASME’s Contingency Reserve percentage; and ASME’s Investment Results and its Cash Flow regarding the effects of the PPP loan.

Conferences, meetings, and staff compensation had a large impact on the reduction of expenses. During FY19, ASME was running at a deficit; and due to changes in the business in FY20, revenue was lower, but expenses were lower as well. In FY21, the actual results show a surplus in the first seven months. The business units have gotten better at forecasting, but it is important to remember that the budget was planned without knowing what the full impact of the pandemic would be. ASME needs to continue to make changes, doing things differently from the way we used to, in order to move forward and keep the organization healthy.

ASME is working with the Small Business Administration in seeking forgiveness of the PPP loan, 100% of which was used towards payroll costs. Mr. Garofalo remains cautiously optimistic it will be forgiven.

- 2.2 **Executive Committee Report:** Mr. Costabile reported that any decision or vote reached by the Executive Committee needs to be ratified by the Board. There were two decisions made by the Executive Committee during a recent meeting.

The Scholarship Committee currently reports to the Education Committee. Because fundraising for scholarships will increase substantially, Mr. Costabile feels it is important to have the Scholarship Committee report to the Executive Committee. In addition, the History & Heritage Committee reports to no other unit, and the Executive Committee felt it needed oversight and some guidance. (Minutes Appendix 2.2)

After discussion, the Board:

VOTED to approve the following Motion:

- Whereas on January 13, 2021, the Executive Committee voted to change the reporting requirements of the Scholarship Committee and the History & Heritage Committee such that they shall now report to the Executive Committee.

- 2.3 ET Planning Meeting: Mr. Patterson reported that the ET Planning Meeting was held over three sessions between January 11 – 15, 2021 to develop guidelines for the Managing Directors and Directors for Fiscal 22/23 planning.

Mr. Patterson reviewed the key topics discussed at the meeting which included Standards & Certification's new product development; staff structure; regulatory environment and the possible impact of the current administration; and international strategy update, to name a few.

- 2.4 IT Infrastructure: Bill Garofalo explained that ASME has been looking at two different paths in IT: infrastructure and digital transformation. Today's presentation by Jason Sabshon will focus on infrastructure.

Mr. Sabshon pointed out that ASME's transformational journey's goal is to create a durable and secure environment which includes stabilizing our technology, implementing a Cloud first approach, and providing best in class technical support. This included building a comprehensive path and management plan, upgrading the internet capacity, replacing legacy premise-based phone/collaboration systems, and upgrading security devices. He shared a numeric representation of IT's journey and advised that it has been 604 days (as of this meeting) since the last major outage; 400 users are now working from home; and 12,200 security updates have been installed. A multi-year roadmap outlining 21 projects completed from 2019 to the present was shared, all accomplished on time despite dealing with a pandemic. From FY21 to FY24, there are 15 pending projects for continuous improvement of systems to meet the needs of whatever may come next.

- 2.5 TEC Update: George Papadopoulos presented an historic timeline of milestones/events from July 2020 through, and including January 2021. Key events included a review of all outstanding proposals; a revised TEC Operation Guide to be released by the Task Force; and enhanced collaboration with the S&C Sector.

Mr. Papadopoulos also provided an update on the technology groups, noting that NanoEngineering has been added as a new group. The Energy Generation and Storage group has re-branded itself as the Clean Energy Technology group. He continued by providing a brief overview of each technology group's progress. The next steps are increased communication with divisions; technology group engagement; and a division split with the SMASIS group expected by Spring/Summer 2021. The TEC Sector's election cycle for FY21 – FY27 was shown, identifying the positions and terms. (Minutes Appendix 2.5)

- 2.6 ISIE Update: Michael Johnson presented key financial and operational highlights of Techstreet. The primary focus is on sustaining and maintaining the financial performance and managing the transition onto ISIE operating systems. As an example, transferring ISIE employees will be transitioned onto ISIE's payroll effective March 6, 2021. Mr. Johnson affirmed that everything is going well from a transition and financial point of view.

- 2.7 NC Candidates: Michael Johnson provided a progress report on the Nominating Committee, stating that several candidates have expressed an interest in the positions and have submitted their applications. From an operational perspective, the NC staffing has been finalized, training dates have been established and initial candidate video interviews are scheduled to begin the week of March 1, 2021. He offered that while a good job has been done in upgrading the talent of the Nominating Committee, it is still struggling to find candidates that warrant consideration at the Board and President level.

2.8 **Committee Liaison Report:** Rick Marboe, BOG Liaison to VOLT, presented a general update of VOLT including its operations and programs. He noted that the Cross Sector Workshop will now be called The Cross Sector Collaboration Accelerator. He described the volunteer leadership pathway project with its various levels of training, experience and development that is responding to the BOG’s stated need for ASME knowledge and competency-based training. It will outline a progression of internal and external orientation, training, and development resources for ASME volunteers.

Regarding ECLIPSE, there are currently 9 cohort members serving all five sectors, 2 committees and the BOG. Applications for 2021-2022 have been received and an ECLIPSE Alumni Group has been formed. (Minutes Appendix 2.8)

3. **New Business:** No new business was discussed. Mr. Erler reminded everyone of the upcoming April 14, 2021 meeting, and Mr. Costabile noted that three BOG Information Sessions have been scheduled. The calendar invitations for these sessions have been sent to the Governors and Governor Elects as well as the SVP’s as appropriate.

3.1 Dates of Future Meetings

DATE	DAY	TIME	LOCATION
April 14, 2021	Wednesday	2:00 PM – 4:00 PM	Zoom Conference Call
June 14, 2021	Monday	1:00 PM – 4:00 PM	Zoom Conference Call
June 15, 2021*	Tuesday	1:00 PM – 3:30 PM	Zoom Conference Call
July 2021 Planning Meeting*	TBD	TBD	Zoom Conference Call
September 2021*	TBD	TBD	Zoom Conference Call

*2021-2022 Board of Governors

4. **Adjournment** – The meeting adjourned on Wednesday, February 24, 2021 at 3:11 pm.



Robert N. Pangborn
 Secretary

List of Appendices

- 1.5.1 Approval of Minutes of December 15, 2020 Meeting
- 1.5.2 By-Law Amendments – Membership By-Law B3.2 – Fee Changes, First Reading
- 1.5.3 By-Law Amendments – Changes to B3.3 Violation of Ethics, First Reading
- 1.5.4 By-Law Amendments – Changes to the B4.2 Nominating Committee, First Reading
- 1.5.5 By-Law Amendments – TEC Sector, Changes to B4.3, B5.1, B5.2, B5.5, First Reading
- 1.5.6 By-Law Amendments – DISC Name Change, Changes to B5.2 and B5.3, First Reading
- 1.5.7 ASME General Position Paper: Diversity & Inclusion in the STEM Workforce
- 1.5.8 Proposed Appointment – Public Affairs and Outreach
- 2.2 Executive Committee Report - Motion
- 2.5 TEC Update
- 2.8 Committee Liaison Report – VOLT Academy



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	January 5, 2021
BOG Meeting Date:	February 24, 2021
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	C. Wesley Rowley
Agenda Title:	By-Law Amendments – Membership By-Law B3.2

Agenda Item Executive Summary:

The Membership team is proposing two changes to By-Law B3.2: 1) A transition from a fixed membership year to an anniversary date; and 2) Reducing the grace period from four months to one month.

Changing to an anniversary date enables more flexibility for the Membership program to be run like a subscription model in which members would have a rolling 12 months of membership based on their join (anniversary) date. From a member experience perspective, a consistent time period allows for the complete lifecycle of membership -- from early onboarding to engagement of benefits – before the membership expiration date. Today, it's possible for someone to join and one month later start receiving renewal messages based on the fixed calendar cycle.

Operationally, it eliminates current complexities on the back-end fulfillment and customer service of members, including proration of dues and inconsistent trial membership time periods. The removal of these complexities enables more options for best-of-breed technology applications as ASME moves forward with the Digital Transformation program.

Reducing the grace period enables ASME Membership to be in line with the majority of other associations and provides members more incentive to renew their membership earlier; it also brings the product lifecycle more in line with the speed of the digital world.

Related Society Policy changes include changes to reflect the By-Law changes, as well as updates to outdated processes that are no longer in practice in Membership as well as changes to inventoried merchandise for member recognition. These changes will be presented at the April BOG meeting when these By-Law changes are presented for adoption.

Proposed motion for BOG Action: To approve for first reading changes to By-Law B3.2.

Attachments: By-Law changes.

B3.2 FEES AND DUES

- B3.2.1 The amount of any Application, Entrance, Promotion, or Reinstatement fees will be established by the Board of Governors.
- B3.2.2 The dues of any member or the entrance fee of a prospective member may be remitted for any special reason by the Membership staff. A member may appeal the Membership staff's decision on the remittance of "dues under special reason" to the Executive Director in conjunction with the President.
- When a new dues structure is created, it must be approved by the Executive Director in conjunction with the President.
- B3.2.3 The application fee and that part of the annual dues to be charged to the new member for the fiscal year remaining after the date of notification of approval shall be payable within 30 days after that date. The election process shall not be considered to be complete until receipt of this payment by the Society.
- B3.2.4 Effective XXXXX 2021, the membership period will be defined based on the anniversary date of the member. A member's join date is the "anniversary date" and continues for a rolling 12 months until renewed. The annual dues for each ensuing year shall be due and payable on or before the first day of a member's anniversary date and will take effect on XXXXXOctober. Until such time that the change in anniversary date is implemented; or if the previous anniversary date term is not defined, applicable or known at the time of renewal; or in the case of pre-paid dues, the default anniversary date will be October 1.
- B3.2.5 A statement for annual dues shall be providedmailed to each member before the anniversary dateOctober-1 each year. Notice of arrears shall be sent thereafter.
- B3.2.6 If a member's dues have remained unpaid for onethree months, their publications may be withheld.
- B3.2.7 Any member whose dues remain unpaid for a period of onefour months shall be stricken from the roll of membership of the Society.
- B3.2.8 If, in the case of nonpayment of dues, the right to receive the publications of the Society or to vote be questioned, the fiscal books of the Society shall be conclusive evidence.
- B3.2.9 The Membership staff may restore to membership any person dropped from the rolls for nonpayment of dues upon such conditions as it may deem appropriate.
- B3.2.10 The Board of Governors shall, from time to time, as seems necessary, establish the dues for a Student Member and the corresponding services rendered.
- B3.2.11 A member who has paid dues for 35 years and in addition has (a) reached the age of 65 years, or (b) retired from his or her regular work will be considered a life member.

Life Membership means membership without payment of dues. Upon becoming exempt

from dues, the member continues in the previous grade of membership but the word "Life" is added.

Any changes in the life membership criteria are subject to approval of the Board of Governors.

Effective March 18, 2000 and not retroactively, student years of membership will be included in the count of total years of membership as long as the graduated Student Member pays the first year Member dues (continuous membership from Student Member to Member).

- B3.2.12 Any member except Student Member may pre-pay dues for life by paying the Society at one time the present worth of an annuity equal to the member's dues for the remaining required dues period.

A prepaid member will become a Life Member 35 years after the date when his or her continuous membership began and in addition has (a) reached the age of 65 years, or (b) retired from his or her regular work.

- B3.2.13 A member of a technical society with which the Society has a reciprocal agreement who applies for membership in ASME shall not be required to pay any entrance fee. Such an applicant must file formal application for membership and must meet the membership requirements of the grade of membership for which application is made. This exemption shall apply only for entrance to an equivalent or lower grade of membership.



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	January 5, 2021
BOG Meeting Date:	February 24, 2021
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	C. Wesley Rowley
Agenda Title:	By-Law Amendments – Changes to B3.3

Agenda Item Executive Summary:

The Board of Governors approved Society Policy P-15.14 concerning a Code of Conduct at its November 10, 2020 meeting.

This new Society Policy requires it to be referenced in By-Law B3.3 as there are Board of Governors actions that may need to be taken if there is a violation of the Code of Conduct.

Proposed motion for BOG Action: To approve for first reading changes to By-Law B3.3.

Attachment(s): By-Law changes.

B3.3 VIOLATION OF ETHICS

- B3.3.1 Any member who has been found to have violated the Constitution, By-Laws, ~~or~~ Code of Ethics, or Code of Conduct of the Society, may be expelled by the affirmative vote of seven members of the Board of Governors.
- B3.3.2 The Board of Governors shall vote on the expulsion of any member only upon the recommendation of the Executive Committee (Code of Conduct Violation) or of an Investigative Panel (Ethics Violation)~~appointed to hear the accusation and the defense~~. The Board of Governors shall not be bound by the recommendation of the Executive Committee or of an Investigative Panel and shall make its own determination of any disciplinary action.
- B3.3.3 The Investigative Panel which shall hear and present a report upon charges against an accused member shall be chosen from among the Society's staff or membership (or both). The Executive Director, in consultation with the Chair of the Ethics Committee, will appoint the members of the Investigative Panel, which will be specific to a particular case. Members of an Investigative Panel will continue to serve until the case assigned to that Investigative Panel has been completed.



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	January 14, 2021
BOG Meeting Date:	February 24, 2021
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	C. Wesley Rowley
Agenda Title:	By-Law Amendments – Changes to the Nominating Committee

Agenda Item Executive Summary:

The changes being proposed are from the outcome of meetings of the ASME Senior Vice Presidents on October 2, 2020 and January 11, 2021.

These changes still allow the Sector Councils to bring forward candidates for the Nominating Committee, but the composition of the Nominating Committee is finalized at a meeting of the Senior Vice Presidents. Some of these candidates could come from a sector after consulting with VOLT. It also allows for the possibility that a Senior Vice President may have no desirable candidate from within a sector at that time to be on the Nominating Committee. It also recognizes that the ultimate composition of the Nominating Committee is still decided by the membership of ASME at a Society Business Meeting.

This would take effect with the 2022 Nominating Committee. It is envisioned that the first-year voting members for 2021 will become the second-year voting members for 2022, and the alternates for 2021 will become the first-year voting members for 2022.

Proposed motion for BOG Action: To approve for first reading changes to By-Law B-4.2.

Attachment(s): By-Law changes.

B4.2 NOMINATING COMMITTEE

B4.2.1 The Nominating Committee is charged with the responsibility of reviewing and nominating members of broad experience, high standing, and active participation in the work of the Society to those offices specified in Article C4.1.8 of the Constitution. These nominees may be selected from proposals by various units or by individual members in the Society or from the Nominating Committee's own deliberations as it sees fit.

B4.2.2.1 Election to the Nominating Committee takes place at Business Meetings of the Society. At the second Business Meeting of the fiscal year, the President shall present the names of those recommended pursuant to By-Law B4.2.2.3, as applicable, for election to the Nominating Committee. In the event any vacancies occur following that meeting, the President may present the names of those recommended pursuant to By-Law B4.2.2.3, as applicable, for any Nominating Committee vacancies at the first Business Meeting of the new fiscal year. The voting members of the Nominating Committee shall be elected for two years and alternates for one year. Alternates shall commit to participate on the Nominating Committee for a three-year cycle. Once the alternate's term is completed, the alternate will automatically move into the position of voting member.

Elected voting members and alternates shall begin their terms at the close of the Business Meeting at which they are elected.

Terms of voting members and alternates will normally end at the close of the Nominating Committee Selection Meeting. However, if the work of a particular Nominating Committee is not finished by that time, terms of that committee will continue until the selection process for which that committee is responsible has been completed.

B4.2.2.2 The Nominating Committee shall consist of ten voting members and five alternates selected by the Senior Vice Presidents each sector. ~~Each Sector shall have two voting members and one alternate.~~ Nominations for open positions for voting members and alternates shall be made as provided in By-Law B4.2.2.3 and shall be voted upon at the Business Meetings as provided in By-Law B4.2.2.1.

Voting members and alternates shall be of the Member or Fellow grade and not currently serving in any elective office of the Society.

B4.2.2.3 Each sector will develop its own procedures for generating recommendations for proposals for the members and alternates of the Nominating Committee. The five Senior Vice Presidents will jointly review all of their recommendations for alternates of the Nominating Committee, and select five to be nominated for election to the Nominating Committee pursuant to By-Law B4.2.2.1, for which that sector has a responsibility, and those procedures shall be specified in the sector operation guide.

B4.2.2.4 The Nominating Committee shall be assisted by a non-voting group of Advisors consisting of up to three consenting and available past Presidents who have been out of office for one year or more. These Advisors, invited by the Nominating

Committee, will attend all meetings of the Nominating Committee and participate in all its discussions. At the option of the committee, they may also be present during the casting of votes for the slate of nominees, although they shall remain impartial and not communicate to the Nominating Committee their opinions regarding any Proposed Nominee. The functions of this group shall be:

- a. to acquaint the Nominating Committee of the short and long range Society plans;
- b. to make available their experience in, and their knowledge of the requirements for Society offices;

- B4.2.3.1 If a voting member is unable to serve, then an alternate will be identified by the Senior Vice Presidents sector from the its pool of alternates. ~~In the event that no alternates are available in a specific sector, an alternate may be selected from another sector pool of alternates in accordance with the Nominating Committee Manual, MM-10.~~
- B4.2.3.2 A person who has been in office as voting member of the Nominating Committee for a term or portion of a term which includes more than one Nominating Committee Selection Meeting is eligible to be proposed for a later term as voting member or alternate only if the later term begins one year or more after the ending of the term in which the person served as a voting member.
- B4.2.4 No voting member or alternate shall be considered for nomination to any elective office (President and Governors) of the Society during a term of office on the Nominating Committee, whether or not it is served.
- B4.2.5 The names of those elected to serve on the Nominating Committee shall be published by the Executive Director prior to the end of each year, accompanied by a request for proposals for officers of the Society to be sent to the Nominating Committee. Any changes to the composition of the Nominating Committee shall be published as soon as possible.
- B4.2.6 A vacancy in the Nominating Committee of the Society shall be filled as determined in accordance with B4.2.3.1 and B4.2.2.1.
- B4.2.7 Each year, not later than December 1, the Nominating Committee shall submit any proposed changes to the Nominating Committee Operation Guide Manual MM-10 to the Committee on Organization and Rules for review and recommendation.
- B4.2.8 A special nominating committee may be organized by one percent of the corporate membership of the Society in good standing certifying to the Executive Director in writing their joint intention to organize such a committee.
- B4.2.9 Within two weeks following the close of the second Business Meeting of the fiscal year, the Nominating Committee shall deliver to the Executive Director in writing the names of its nominees for the elective offices to be filled at the next election, together with the written consents of the nominees.

- B4.2.10 The names of nominees for the various offices proposed by the Nominating Committee and any other special nominating committee shall be published by the Executive Director immediately after the receipt of the report of the Nominating Committee or the special nominating committee.
- B4.2.11 Names of any nominees presented by any special nominating committee must be in the hands of the Executive Director by the first Tuesday in August of each year and must be accompanied by the written consent of each nominee.
- B4.2.12 Any member of the Society or any organized unit of the Society may propose and is encouraged to propose, directly to the Nominating Committee, nominees for President or the Board of Governors.



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	January 13, 2021
BOG Meeting Date:	February 24, 2021
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	C. Wesley Rowley
Agenda Title:	By-Law Amendments – Changes to the TEC Sector

Agenda Item Executive Summary:

The Technical Events and Content Sector is to be renamed the Technical and Engineering Communities Sector.

The Sector’s revised governance structure is shown in By-Law B5.5.

B5.1.9 defines “groups.” There are “groups” in both the TEC and MDE Sectors. The attached By-Law change reflects the fact that “institutes” no longer exist, that “technology groups” may be formed and “student sections” need to be included in the definition.

The Board will consider changes to ASME Society Policies related to the new structure and adoption of the By-Laws included in this memo at its April 2021 meeting.

Proposed motion for BOG Action: To approve for first reading changes to By-Laws B4.3, B5.1, B5.2 and B5.5.

Attachment(s): By-Law changes.

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 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.

B4.3.4.1 The Treasurer 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 Chief Financial Officer in carrying out the assigned duties as generally are incident to the position of Chief Financial Officer or as may be otherwise assigned to him or her by the Board of Governors. The Treasurer shall be a volunteer member of the Society.

B4.3.4.2 The 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. The 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 Chief Financial Officer or as may be assigned to them by the Treasurer or the Board of Governors. In the absence or inability to act of the Treasurer, the 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 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 Member Development and Engagement

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~~ and Engineering Communities

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.

B5.1 SECTORS, BOARDS, COUNCILS, COMMITTEES, AND GROUPS

- B5.1.1 Each sector will be led by a sector council.
- B5.1.2 Subject to the approval of the Board of Governors, each sector shall have the power to establish its boards and committees.
- B5.1.3 Each board or committee, as described in the By-Laws, shall perform the duties prescribed therein, and those assigned to it by the sector to which it reports.
- B5.1.4 The primary role of volunteer members of boards and committees will be to determine policies, develop programs, conduct studies, prepare reports, and advise the sector to which that board or committee reports on matters pertaining to specific assignments.
- B5.1.5 The primary role of staff assigned to boards and committees is to implement actions that are required to meet the objectives of the board or committee on a continuing basis. Working under broad lines of policy established by the board or committee, the staff will initiate programs, actively engage in the work, and make operating decisions necessary to carry forward the programs in a dynamic and efficient manner.
- B5.1.6 A sector may terminate membership, other than ex officio membership, on any board or committee because of continued absence of the member.
 - B5.1.6.1 The Board of Governors shall appoint all members of the sector council except the members ex officio.
 - B5.1.6.2 Each sector council shall approve all appointments to boards and committees which report directly to that sector council.
 - B5.1.6.3 Any sector council or board may have standing or special committees to assist in the conduct of its affairs.
 - B5.1.6.4 Any sector council, board, or committee may have non-voting advisory members.
 - B5.1.6.5 Any committee may appoint subcommittees. To serve on a subcommittee it is not necessary to be a member of the parent committee.
- B5.1.7 A member of a board or committee whose term of office has expired shall continue to serve until a successor has been elected or appointed unless the board or committee has been terminated.
- B5.1.8 Periodically, throughout the fiscal year, each sector and each committee reporting to the Board of Governors shall submit to the Executive Director, for delivery to the Board of Governors a written report of its activities.
- B5.1.9 ASME groups include technical divisions, technology groups, ~~institutes~~, affinity groups, sections, student sections, sub-sections, technical chapters, research committees and participant-created groups.

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 Member Development and Engagement Sector, Standards and Certification Sector, Technical ~~Events and Content~~ and Engineering Communities 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: Executive Committee, Committee on Organization and Rules, Committee on Finance, Audit Committee, Committee on Executive Director Evaluation and Staff Compensation, Committee on Honors, Committee of Past Presidents, Sector Management Committee, Philanthropy Committee, Diversity and Inclusion Strategy Committee, Industry Advisory Board, and Volunteer Orientation and Leadership Training Academy. 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.

- B5.2.3.1 The Executive Committee shall act on behalf of the Board of Governors between Board of Governors meetings, its authority limited to those matters specifically provided for in these By-Laws and specifically delegated to it, consistent with applicable law, by the Board of Governors from time to time. All such actions shall be ratified by the Board of Governors at its next scheduled meeting. The Executive Committee shall have responsibility to accept grants, gifts or bequests in accordance with By-Law B4.4.4. The Executive Committee shall meet from time to time as deemed necessary by the Committee.

- B5.2.3.2 The President will serve as Chair of the Executive Committee. The Immediate Past President, President-Elect and one third-year Governor, who is selected by closed written ballot by the Board of Governors at the Board's first meeting of the fiscal year, shall constitute the remaining voting members of the Executive Committee. If a round of closed written balloting shall fail to produce a majority vote of those present and constituting a quorum in support of a third-year Governor, the lowest vote-getter shall

be removed from the ballot for one or more subsequent rounds of closed written balloting until a single candidate shall receive a majority vote of those present and constituting a quorum. If a round of closed written balloting shall produce a tie, the tie shall be broken by a drawing of straws by the tied candidates, and the candidate who draws the shorter or shortest straw shall be removed from the ballot for one or more subsequent rounds of closed written balloting until a single candidate shall receive a majority vote of those present and constituting a quorum. The President-Nominee (until such time as he or she becomes President-Elect) and the Executive Director are non-voting members of the Executive Committee.

- B5.2.4.1 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.
- B5.2.4.2 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.
- B5.2.5.1 The Committee on Finance, under the direction of the Board of Governors, shall have responsibility for supervising the financial affairs of the Society and supporting the Board and its committees by conducting an annual review of the Society's budgets.
- B5.2.5.2 The Committee on Finance 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 Chief Financial Officer and the 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.

- B5.2.6.1 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.

- B5.2.6.2 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.

- B5.2.6.3 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 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.

- B5.2.6.4 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.

B5.2.7.1 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, unless the Board of Governors or Ethics Committee makes a finding that results in the censure, expulsion, suspension or other disciplinary action of a Past President involving the following conduct:

(a) violation or attempted violation of the ASME Ethics or Conflicts of Interest Policy, knowingly assisting or inducing another to violate or attempt to violate the ASME Ethics or Conflicts of Interest Policy, or doing so through the acts of another;

(b) illegal conduct that adversely reflects on the Past President's honesty, trustworthiness or fitness to serve ASME in a position of trust;

(c) conduct involving breach of fiduciary duty, dishonesty, fraud, deceit or misrepresentation;
or

(d) other conduct that is or reasonably could be harmful to the reputation and administration of the Society.

Disciplinary action for conduct described in B5.2.7.2 (a) through (d) shall render a Past

President ineligible for membership on the Committee of Past Presidents and shall result in the expulsion from the committee of any current member of the Committee of 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 Chief Financial Officer and the 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 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.

B5.2.10.2 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.

B5.2.11.1 The Diversity and Inclusion Strategy Committee, under the direction of the Board of Governors, shall have responsibility for providing insight and advice into promoting diversity and inclusion within ASME and mechanical engineering.

B5.2.11.2 The Diversity and Inclusion Strategy Committee 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.

- B5.2.12.1 The Industry Advisory Board, under the direction of the Board of Governors, shall have responsibility for providing a voice for industry within ASME through the communication of the needs of engineers that are engaged in industry.
- B5.2.12.2 The Industry Advisory Board shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Board during their Presidential term.
- B5.2.13.1 The Volunteer Orientation and Leadership Training Academy, under the direction of the Board of Governors, shall have responsibility for developing ASME's volunteer leadership. VOLT's programmatic offerings extend to volunteers serving throughout the Society at all levels.
- B5.2.13.2 The Volunteer Orientation and Leadership Training Academy 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 Academy during their Presidential term.

B5.5 TECHNICAL ~~EVENTS AND CONTENT~~ AND ENGINEERING COMMUNITIES SECTOR

- B5.5.1.1 The Technical ~~Events and Content~~ and Engineering Communities (TEC) Sector, under the direction of the Board of Governors, is responsible for activities of the Society relating to engaging individuals and groups in advancing engineering skill, art, science, knowledge and practice, and in planning, developing and delivering new technical content in the form of new products, services, networking opportunities, conferences, events and delivery mechanisms across ASME's market segments technology areas, as well as managing the current portfolio of products and services. The Technical ~~Events and Content~~ and Engineering Communities Sector will maintain a current Sector Operation Guide containing operational details of the Sector not covered in these By-Laws.
- B5.5.1.2 The Technical ~~Events and Content~~ and Engineering Communities Sector shall be led by a Sector Council that consists of the following voting membership: a Senior Vice President (SVP) as Chair, two Vice Chairs, the Segment Representatives representing each of the designated Sector Market Segments as outlined in the Sector Operation Guide, the Chair of the Technical Committee on Publications and Communications, and up to five two members-at-large. The non-voting membership of the Sector Operating Council shall include staff as appointed by the Executive Director.
- B5.5.1.3 The incoming Senior Vice President of the Technical ~~Events and Content~~ and Engineering Communities Sector shall be nominated by the Technical ~~Events and Content~~ and Engineering Communities Sector Council from among its past or present volunteer members for appointment by vote of the Board of Governors to a term of three years. In the event that a past TEC Sector Council member is not available, then the Sector Council will make a recommendation for a qualified candidate to the Board of Governors for consideration.
- B5.5.1.4 ~~The Segment Representatives are nominated by the Segment Leadership Team Members within each defined Segment for an appointment by vote of the Technical Events and Content Sector Council to a term of up to three years. In all cases the appointment should best meet the qualifications for Segment and Sector Leadership and composition balance as outlined in the Sector Operations Guide. Technical Divisions and Research Committees are part of the Technical and Engineering Communities Sector and report to the TEC Sector Council.~~
- B5.5.1.5 The Vice Chairs and the members-at-large shall be appointed by the Board of Governors as recommended by the Technical ~~Events and Content~~ and Engineering Communities Sector Council. The term of the Vice Chairs and members-at-large shall be up to three years.
- B5.5.1.6 The Technical Committee on Publications and Communications (TCPC) is responsible for publications of the Society, except that the Standards and Certification Sector shall be in charge of codes and standards. The Committee shall consist of a Chair and a membership as determined approved by the Technical ~~Events and Content~~ and Engineering Communities Sector Council.



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	January 25, 2021
BOG Meeting Date:	February 24, 2021
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	C. Wesley Rowley
Agenda Title:	By-Law Amendments – Changes to B5.2 and B5.3

Agenda Item Executive Summary:

The Diversity and Inclusion Strategy Committee voted on January 20 to change the committee name to the Diversity, Equity, and Inclusion Strategy Committee. This reflects that the Committee has added the objective of providing the same (or otherwise equitable) resources and access to all people, particularly those with diverse identities.

This change requires modifications to By-Laws B5.2 and B5.3.

Proposed motion for BOG Action: To approve for first reading changes to By-Laws B5.2 and B5.3.

Attachment(s): By-Law changes.

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 Member Development and Engagement Sector, 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: Executive Committee, Committee on Organization and Rules, Committee on Finance, Audit Committee, Committee on Executive Director Evaluation and Staff Compensation, Committee on Honors, Committee of Past Presidents, Philanthropy Committee, Diversity, [Equity](#) and Inclusion Strategy Committee, Industry Advisory Board, and Volunteer Orientation and Leadership Training Academy. 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.

B5.2.3.1 The Executive Committee shall act on behalf of the Board of Governors between Board of Governors meetings, its authority limited to those matters specifically provided for in these By-Laws and specifically delegated to it, consistent with applicable law, by the Board of Governors from time to time. All such actions shall be ratified by the Board of Governors at its next scheduled meeting. The Executive Committee shall have responsibility to accept grants, gifts or bequests in accordance with By-Law B4.4.4. The Executive Committee shall meet from time to time as deemed necessary by the Committee.

B5.2.3.2 The President will serve as Chair of the Executive Committee. The Immediate Past President, President-Elect and one third-year Governor, who is selected by closed written ballot by the Board of Governors at the Board's first meeting of the fiscal year, shall constitute the remaining voting members of the Executive Committee. If a round of closed written balloting shall fail to produce a majority vote of those present and constituting a quorum in support of a third-year Governor, the lowest vote-getter shall

be removed from the ballot for one or more subsequent rounds of closed written balloting until a single candidate shall receive a majority vote of those present and constituting a quorum. If a round of closed written balloting shall produce a tie, the tie shall be broken by a drawing of straws by the tied candidates, and the candidate who draws the shorter or shortest straw shall be removed from the ballot for one or more subsequent rounds of closed written balloting until a single candidate shall receive a majority vote of those present and constituting a quorum. The President-Nominee (until such time as he or she becomes President-Elect) and the Executive Director are non-voting members of the Executive Committee.

- B5.2.4.1 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.
- B5.2.4.2 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.
- B5.2.5.1 The Committee on Finance, under the direction of the Board of Governors, shall have responsibility for supervising the financial affairs of the Society and supporting the Board and its committees by conducting an annual review of the Society's budgets.
- B5.2.5.2 The Committee on Finance 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 Chief Financial Officer and the 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.

- B5.2.6.1 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.

- B5.2.6.2 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.

- B5.2.6.3 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 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.

- B5.2.6.4 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.

B5.2.7.1 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, unless the Board of Governors or Ethics Committee makes a finding that results in the censure, expulsion, suspension or other disciplinary action of a Past President involving the following conduct:

(a) violation or attempted violation of the ASME Ethics or Conflicts of Interest Policy, knowingly assisting or inducing another to violate or attempt to violate the ASME Ethics or Conflicts of Interest Policy, or doing so through the acts of another;

(b) illegal conduct that adversely reflects on the Past President's honesty, trustworthiness or fitness to serve ASME in a position of trust;

(c) conduct involving breach of fiduciary duty, dishonesty, fraud, deceit or misrepresentation;
or

(d) other conduct that is or reasonably could be harmful to the reputation and administration of the Society.

Disciplinary action for conduct described in B5.2.7.2 (a) through (d) shall render a Past

President ineligible for membership on the Committee of Past Presidents and shall result in the expulsion from the committee of any current member of the Committee of 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 Chief Financial Officer and the 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 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.

B5.2.10.2 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.

B5.2.11.1 The Diversity, [Equity](#) and Inclusion Strategy Committee, under the direction of the Board of Governors, shall have responsibility for providing insight and advice into promoting diversity, [equity](#) and inclusion within ASME and mechanical engineering.

B5.2.11.2 The Diversity, [Equity](#) and Inclusion Strategy Committee 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.

- B5.2.12.1 The Industry Advisory Board, under the direction of the Board of Governors, shall have responsibility for providing a voice for industry within ASME through the communication of the needs of engineers that are engaged in industry.
- B5.2.12.2 The Industry Advisory Board shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Board during their Presidential term.
- B5.2.13.1 The Volunteer Orientation and Leadership Training Academy, under the direction of the Board of Governors, shall have responsibility for developing ASME's volunteer leadership. VOLT's programmatic offerings extend to volunteers serving throughout the Society at all levels.
- B5.2.13.2 The Volunteer Orientation and Leadership Training Academy 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 Academy during their Presidential term.

B5.3 PUBLIC AFFAIRS AND OUTREACH SECTOR

- B5.3.1.1 The Public Affairs and Outreach Sector, under the direction of the Board of Governors, is responsible for the coordinated outreach to industry, government, education, and the public. It is responsible for initiatives that address diversity and humanitarian programs. The Public Affairs and Outreach Sector will maintain a current Sector Operation Guide that will contain operational details of the Public Affairs and Outreach Sector that are not in these By-Laws.
- B5.3.1.2 The Public Affairs and Outreach Sector shall be led by a Council that consists of the following voting membership: a Senior Vice President as Chair; three members-at-large; and the Chairs for the following Board and Committees: Committee on Engineering Education, Committee on Government Relations, Engineering for Global Development Committee, Industry Advisory Board, Diversity, Equity and Inclusion Strategy Committee, and Pre-College Education Committee. The Managing Director, Global Public Affairs, is a non-voting member.
- B5.3.1.3 The incoming Senior Vice President, Public Affairs and Outreach shall be nominated by the Public Affairs and Outreach Council from among its past or present volunteer members for appointment by the Board of Governors for a term of three years. In the event that a past or present volunteer member is not available from the Public Affairs and Outreach Council, then the Council shall defer to the Board of Governors for the selection. Chairs who have been elected to a term that extends more than one year into a new term of the Senior Vice President of Public Affairs and Outreach are not eligible to become the Senior Vice President.
- B5.3.1.4 The members-at-large shall be appointed by the Board of Governors, as recommended by the Public Affairs and Outreach Council. The term of the members-at-large shall be one year and they may be re-appointed for up to three terms.
- B5.3.2.1 The following Board and Committees will report directly to the Public Affairs and Outreach Council: the Committee on Engineering Education, the Committee on Government Relations, the Engineering for Global Development Committee, and the Pre-College Education Committee.
- B5.3.2.2 The Committee on Engineering Education, under the direction of the Public Affairs and Outreach Council, is responsible for the activities of the Society that relate to engineering education. The Committee shall consist of a Chair, Engineering Education and a membership as determined by the Public Affairs and Outreach Council.
- B5.3.2.3 The Committee on Government Relations, under the direction of the Public Affairs and Outreach Council, is responsible for the development of programs for interaction between the Society and government at all levels. The Committee shall consist of a Chair, Government Relations and a membership as determined by the Public Affairs and Outreach Council. The Government Relations Committee shall recommend policies and procedures, and supervise activities that involve Society interaction with government entities.
- B5.3.2.4 The Engineering for Global Development Committee, under the direction of the

Public Affairs and Outreach Council, shall be responsible for the collaboration among the engineering and global development stakeholders to create avenues and opportunities within ASME and mechanical engineering around the world to meet the challenges faced by under-served communities. The Committee shall consist of a Chair, appointed by the Senior Vice President, Public Affairs and Outreach, and a membership, as determined by the Public Affairs and Outreach Council.

- B5.3.2.5 The Pre-College Education Committee, under the direction of the Public Affairs and Outreach Council, shall be responsible for educational activities aimed at enhancing pre-college science, technology, engineering, and mathematics education. The Committee shall consist of a Chair, appointed by the Senior Vice President, Public Affairs and Outreach, and a membership, as determined by the Public Affairs and Outreach Council.



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	February 1, 2021
BOG Meeting Date:	February 24, 2021
To:	Board of Governors
From:	Connie Lausten, Chair, ASME Committee on Government Relations
Presented by:	Paul Fakes, Senior Manager, Government Relations
Agenda Title:	ASME General Position Paper on Diversity, Equity, and Inclusion in the STEM Workforce

Agenda Item Executive Summary:

This update to ASME's previous General Position Paper from the ASME Diversity and Inclusion Strategy Committee offers the following general recommendations for improving diversity, equity, and inclusion in the STEM workforce:

1. Make diversity, equity, and inclusion in the STEM workforce a national policy imperative.
2. Increases public awareness of STEM careers.
3. Enable all students to have access to a rigorous STEM curriculum in K-12 programs.
4. Recognizing and acknowledging the contributions and technological achievements of women and members of underrepresented groups in STEM.
5. Promote mentorship and offer members of underrepresented groups incentives for pursuing an education and career in STEM.

Proposed motion for BOG Action: Endorsement as an ASME General Position Paper

Attachment(s): ASME General Position Paper on Diversity, Equity, and Inclusion in the STEM Workforce

January 2021 |

Diversity, Equity, and Inclusion in the STEM Workforce



Diversity, Equity, and Inclusion in the STEM Workforce

January 2021 |

INTRODUCTION

ASME strives to foster diversity, ensure equitable access and inclusive practices, raise awareness of unconscious bias, and promote cultural competence both within ASME and in the engineering field at large. ASME is committed to achieving a truly diverse, equitable, and inclusive science, technology, engineering, and mathematics (STEM) workforce in the United States and around the world and offers the following guiding principles and policy recommendations to achieve such a vision.

FINDINGS & POLICY RECOMMENDATIONS

The U.S. economy relies on the productivity, creativity, and entrepreneurship of all U.S. citizens, yet there is a significant underrepresentation of certain groups in STEM fields, including women, Black, Indigenous and People of Color (BIPOC), members of the LGBTQ+ community, and people with disabilities. According to the most recent data available put out by the National Science Foundation, in the United States women were awarded just 20.9% of engineering bachelor's degrees,ⁱ Black or African Americans were awarded only 3.9%, and Hispanics or Latinos were awarded only 10.4%.ⁱⁱ While these numbers represent significant gains from the 1980s, there is still much work that needs to be done for women and members of underrepresented groups to increase representation in the STEM workforce.

To address the issue of gender and racial underrepresentation in the engineering and STEM workforce more broadly, it is important to examine gender and racial disparities in overall postsecondary education. For instance, when it comes to racial diversity specifically, the underrepresentation of BIPOC groups in engineering and STEM can in large part be attributed to the lack of diversity in higher education in general.ⁱⁱⁱ However, the underrepresentation of women in engineering is specifically related to the field of study and not tied to the overall number of female postsecondary degree seekers. While racial underrepresentation is a systemic issue in postsecondary education, gender disparity is specifically a problem in engineering.

Understanding why and in which ways women and members of other underrepresented groups are significantly lacking in engineering is essential in making actionable, result-driven recommendations on how best to increase diversity, equity, and inclusion in STEM. Methods used to address racial disparities will differ from those used to address gender disparities. For instance, addressing racial disparities will ultimately require more equality in higher education and the workplace, while addressing gender discrepancies will require making engineering a more attractive option for women.

With the goal of diversifying the engineering workforce, and recognizing that this effort will require a broad spectrum of approaches, ASME would like to offer the following policy recommendations in order for the United States to fully realize the potential of its citizens to contribute to the nation's overall economic security and engineering prowess.



Diversity, Equity, and Inclusion in the STEM Workforce

January 2021 |

RECOMMENDATIONS

Make diversity, equity, and inclusion in the STEM workforce a national policy imperative. The participation of underrepresented groups in the STEM workforce must become a national priority. Doing so would require policymakers to take a strategic look at strengthening and re-examining existing legislation and programs aimed at broadening the participation of underrepresented groups in STEM fields. Policymakers must also address economic inequities that disproportionately restrict access to higher education among members of underrepresented groups.

Increases public awareness of STEM careers. Many STEM careers provide unique opportunities in technology areas that have advanced dramatically in recent decades. Careers that once lacked broad appeal are now seeing renewed interest as they adapt to take advantage of ever-evolving technology. Consider this: nearly 60% of undergraduate degrees are awarded to women, yet women only make up 20.9% of engineering bachelor's degrees. The lack of female participation in the field can in large part be traced to not incentivizing women to pursue STEM degrees in the first place. Therefore, supporting efforts to foster outreach to all students, teachers, parents, and K-12 guidance counselors to encourage increased participation in STEM fields to underrepresented groups will bring greater diversity, equity, and inclusion into the STEM workforce. One such effort ASME supports is the Congressionally recognized annual "Manufacturing Day," when organizations, companies, and workshops open their doors to students and the public for tours and presentations for the purpose of highlighting the many career paths available to young people in advanced manufacturing.

Enable all students to have access to a rigorous STEM curriculum in K-12 programs. Hands-on laboratory experiences and informal learning increases academic performance and interest in STEM careers. This is particularly helpful in addressing racial disparities in STEM, as BIPOC are less likely to seek postsecondary degrees because of lack of opportunity, exposure, and resources. In creating equal opportunity for all to access STEM curriculum in K-12 programs and participate in programs like Science Fairs, more members of underrepresented groups will likely engage with and pursue a STEM education. Additionally, teaching young girls and improving their interest in STEM education in the K-12 schools will lead them to pursue the STEM fields in the university and trade school areas.^{iv} For example, ASME works to increase student awareness and equitable access to high-quality experiences that foster problem-solving skills and overall engineering habits through the ASME K-12 INSPIRE program.^v The ASME INSPIRE program targets Title 1 schools (70% of schools that use the program are Title 1 qualified schools) and because of this strategy, the program has achieved near parity in gender use (46% female), with 59% of students from racial or ethnic groups that are underrepresented in STEM (29% African American, 22% Hispanic/Latino, 8% Native American). Now in its sixth year of national outreach, the program has engaged over 385,000 students across all 50 states and the District of Columbia.



Diversity, Equity, and Inclusion in the STEM Workforce

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Recognizing and acknowledging the contributions and technological achievements of women and members of underrepresented groups in STEM. Providing proper acknowledgment and recognition of the technological achievements and contributions of women and members of other underrepresented groups promotes equal opportunity and encourages them to fully participate in the STEM pipeline and workforce. To this end, ASME has been instrumental in supporting the “Hidden Figures Congressional Gold Medal Act,”^{vi} which was signed into law in December of 2019. The Act recommended that four female African American NASA mathematicians, engineers and researchers receive proper acknowledgement for their contributions during the Space Race through receiving Congressional Gold Medals. While each woman received her own Congressional Gold Medal recognition, a fifth Gold Medal was designated to honor all women who worked at NASA during the Space Race.

Promote mentorship and offer members of underrepresented groups incentives for pursuing an education and career in STEM. Mentoring has proven successful in encouraging underrepresented groups to pursue STEM coursework and careers. Additionally, providing professional advancement opportunities post-graduation and throughout their careers significantly increases the likelihood for retention in STEM fields. Specific Federal programs that support STEM mentorships at all levels of education include:

- NSF: Advancing Informal STEM Learning (AISL) – National Science Foundation (NSF)
- NIH: Science Education Partnership Award (SEPA) – National Institutes of Health (NIH)
- NOAA: Bay Watershed Education and Training Program (B-WET) – National Oceanic and Atmospheric Administration (NOAA)
- NSF: National STEM Education Distributed Learning (NSDL) – National Science Foundation (NSF)
- NSF: Innovative Technology Experiences for Students and Teachers (ITEST) – National Science Foundation (NSF)
- DOE: Laboratory Equipment Donation Program (LEDP) – U.S. Department of Energy (DOE)

SUMMARY

In pursuing the above recommendations, the United States can dramatically improve the participation of women and members of underrepresented groups in the STEM workforce. In doing so, the U.S. can leverage the diversity of these individuals to fuel the innovation necessary for sustaining global competitiveness, as well as meet the challenges of a changing world.



Diversity, Equity, and Inclusion in the STEM Workforce

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TERMINOLOGY^{vii}

Diversity: The ways in which we differ as individuals or organizations, and the commonalities and similarities that justify and motivate all people and entities to work collaboratively together in order to achieve mutually beneficial outcomes. Diversity encompasses Diversity of Experience (including personal and professional experiences, family and lifestyle backgrounds, and socioeconomic backgrounds), Diversity of Thought (including work styles, personality types, and skill sets), and Diversity of Demographic Groups (including differences such as age, race, color, ethnicity, sex (including pregnancy), gender, gender identity, gender expression, national origin, citizenship status, religion, sexual orientation, disability, and veteran or military status). Diversity that is recognized, valued and most importantly, strategically managed within and without an organization can drive successful outcomes and business results.

Inclusion: The creation of opportunities and the elimination of barriers that allow all people to participate in and contribute to ideation, planning, projects, programs, processes, teams, organizations, social activities, fun or any other meaningful opportunity, that helps achieve successful outcomes.

Strategic Diversity: The effective deployment of strategies that leverage the strengths of all people and/or of an organization in order to operate successfully within a diverse marketplace or within a uniquely different society, institution, partnership or similar entity.”

Managing Diversity: The ability to effectively inspire and enable all people to align to a common vision, communicate effectively and assure understanding, know and accept what is of value to others, leverage the strengths of others and trust their commitment to deliver as agreed, and appropriately recognize and celebrate successes often.

Equitable Access: is defined as providing the same (or otherwise equitable) resources to all people, particularly those with diverse identities.

ⁱ <https://nces.nsf.gov/pubs/nsf19304/digest/field-of-degree-women>.

ⁱⁱ <https://nces.nsf.gov/pubs/nsf19304/digest/field-of-degree-minorities>.

ⁱⁱⁱ Su, L. (2010). Quantification of diversity in engineering higher education in the United States Journal of Women and Minorities in Science and Engineering 16(2), 161–175.

^{iv} Su, L. (2010). Quantification of diversity in engineering higher education in the United States Journal of Women and Minorities in Science and Engineering 16(2), 161–175.

^v <https://www.asmefoundation.org/programs/stemeducation/asme-inspire/#:~:text=Classroom%2Dbased%20ASME%20INSPIRE%20is,the%20opportunities%20available%20in%20engineering.&text=ASME%20INSPIRE%20is%20offered%20free%20to%20schools>.

^{vi} <https://www.asme.org/about-asme/media-inquiries/press-releases/supports-hidden-figures-congressional-gold-medal>.

^{vii} ASME Policy 15.11: ASME Policy on Diversity and Inclusion.

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

Date Submitted: January 11, 2021
BOG Meeting Date: February 24, 2021

To: Board of Governors
From: Committee on Organization and Rules
Presented by: Wes Rowley
Agenda Title: Proposed Appointment

Agenda Item Executive Summary:

Proposed appointment reviewed by the COR on January 11, 2021.

Proposed motion for BOG Action:

To approve the attached appointment.

Attachments: Document attached.

FEBRUARY 2021

**PROPOSED APPOINTMENT
TO ASME UNIT**

Internal Unit	Nominee	Appointment Position/Title	Appointment Term/Category	Appointment Type	History
Public Affairs and Outreach Council	Kevin Cuddy	Member-at-Large	February 2021 – June 2021	Initial	PAO Council non-voting member



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	February 10, 2021
BOG Meeting Date:	February 24, 2021
To:	Board of Governors
From:	Tom Costabile
Presented by:	Tom Costabile
Agenda Title:	Ratification of Executive Committee Vote

Agenda Item Executive Summary:

To provide a clear reporting structure, guidance and influence diversity, the Executive Committee voted and decided that the History & Heritage Committee (H&H) and the Scholarship Committee would report to the Executive Committee. This vote is brought to the Board for ratification.

Proposed motion for BOG Action:

Whereas on January 13, 2021, the Executive Committee voted to change the reporting requirements of the Scholarship Committee and the History & Heritage Committee such that they shall now report to the Executive Committee.

Vote: The Board hereby ratifies the action of the Executive Committee.

Attachment(s): Motion slide

MOTION

Whereas on January 13, 2021, the Executive Committee voted to change the reporting requirements of the Scholarship Committee and the History & Heritage Committee such that they shall now report to the Executive Committee;

Vote: The Board hereby ratifies the action of the Executive Committee.

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

Date Submitted: February 9, 2021

BOG Meeting Date: February 24, 2021

To: Board of Governors

From: George Papadopoulos

Presented by: George Papadopoulos

Agenda Title: Technical Events and Content Sector Update

Agenda Item Executive Summary:

Following the restructuring of the TEC Sector, and working in concert with the Accelerator Groups within the Office of Strategy, Technology Groups (TGs) focused on nine areas have begun recruiting members and meeting to review the white space in which ASME could operate.

The TGs will explore new ideas and potential products to bring forward in these areas, with the support of SME's from the TEC Sector and the rest of the organization.

Divisions within TEC are settling in to their new position within the organizational structure.

This is a summary of current activities; no Motion is being presented for Board Vote.

Proposed motion for BOG Action:

None

Attachment(s):

Presentation on Technical Events and Content Sector Updates

TEC Report to BoG

February 24, 2021

George Papadopoulos, SVP



Timeline - historic

Time Period	Milestone / Event
July – Oct 2020	<ul style="list-style-type: none"> • TEC Council and Sector transition to new organizational structure • Division outreach and alignment completed • First Assembly of Divisions held
IMECE (TEC Meeting)	<ul style="list-style-type: none"> • Launch of Technology Groups / Division engagement encouraged • New cycle of TEC Fund Proposals announced
Dec 2020	<ul style="list-style-type: none"> • TEC By Laws submitted for COR review and BoG approval • Task Force on Documents and Procedures formed (Operation Guide) • Initial round of TEC Proposals funded / additional under review
Jan 2021	<ul style="list-style-type: none"> • Initiated Succession Planning (SVP, VCs, MALs) – NC formed • Approved additional TEC Fund Proposals • Technology Groups initiated 6-12-24 month planning activity • Assembly of Divisions meeting held / Recurring monthly scheduled • Technology Group status meeting held / Recurring monthly scheduled

Key Happenings

- All outstanding proposals reviewed and TEC Funds released for 2021
 - Reviewing process and updating documentation / metrics for future cycles.
- NC Alternate name submitted
- Documentation
 - Revised TEC Operation Guide to be released by Task Force
 - Will include several Plans and Procedures that will be socialized before final approval.
- Enhanced collaboration with S&C Sector
 - Dan Peters serving as MAL on S&C
 - MAL – Clean Energy on S&C Council (new position)
- “Technology Group awareness for SVPs” tcon to be scheduled in March

Technology Groups



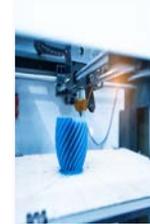
Robotics

TGL: Gloria Wiens



Bioengineering

TGL: Sara Wilson



Adv/Intelligent
Manufacturing

TGL: Dean Bartles



Energy Sources and
Processing

TGL: Vicki Risinger



Energy Generation and
Storage

TGL: Frank Michell



Space – Exploration
and Habitat

TGL: Mina Pelegri



Gas Turbine

TGL: Mark Zelesky



Digitalization

TGL: Kieran Kavanagh



NanoEngineering

TGL: Ganesh
Balasubramanian

Technology Group Progress

- New standards
- Public policy
- Expand past Bioengineering division

Bioengineering



- 9 members recruited; skill gap analysis
- Meeting regularly
- Workflow Digitalization
- Digital Twin
- Big Data
- Remote Work

Digitalization



- 10 members
- Regular meetings held
- Energy Storage Committee (50)
- Potential name change to “Clean Energy TG”
- Investigating C&S pathways
- Wind Energy Committee formed
- Solar, Water

Energy Generation & Storage



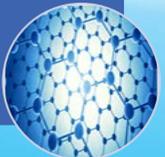
- 9 members
- Meeting once per month
- Looking at how to connect to other divisions beyond IGTI
- Rebranding / green energy alignment / 2050 goals
- Space propulsion initiative

Gas Turbine



- 15-20 members
- Water purification, NanoMech, ME-Nano
- Stand-alone conference on Nano
- Dedicated publication

Nanoengineering



- 7-10 members
- Initial survey on topics/ideas
- Propulsion
- Habitat
- Exploration / Mining
- Resource Management

Space



- 6+ members
- Auto/Transport
- Inspection/Maintenance
- Bio, Health Care, Ergonomics
- Embedded systems
- Soft robotics

Robotics



- Oil & Gas
- Identify gaps and opportunities – cross divisional collaboration

Energy Sources & Processing



What's Next ...

- Increased communication with Divisions
 - Presentation of new organizational chart and where Divisions fit within ASME
 - Monthly meetings with TEC Vice Chairs scheduled for last Friday of every month
- Technology Group engagement
 - Divisions encouraged to have their SME's reaching out to TGs in their areas of interest
 - TEC to provide facilitated discussions for TG's to focus on strategy and product development
 - Working with Accelerator Group strategies from the Office of the CSO
 - Development of 6-12-24 month plans with specific value add activities
- Division split – Aerospace Division
 - SMASIS group to split out to new division. Targeting end of Spring/Summer
- TEC Council Elections
 - More details to come over the next few weeks
 - Voting will take place at the Assembly of Divisions forum, with each member having a vote
- GLDC Conference – Virtual
 - April 30-May 2, 2021 / TEC-only on April 30th; Joint with MDE Sector on May 1st

ASME TEC Sector Election Cycle (FY 2021 – FY 2027)

<u>Position</u>	<u>Inaugural Term (Election)</u>		<u>Next Election Year (Term)</u>	
Senior Vice President-Elect	2021 – 2022	(2021)	2024	(2024 – 2025)
Vice Chair 1	2021 – 2023	(2021)	2023	(2023 – 2026)
Vice Chair 2	2021 – 2024	(2021)	2024	(2024 – 2027)
Member-at-Large 1	2021 – 2022	(2021)	2022	(2022 – 2024)
Member-at-Large 2	2021 – 2023	(2021)	2023	(2023 – 2025)



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	February 9, 2021
BOG Meeting Date:	February 24, 2021
To:	Board of Governors
From:	Rick Marboe, BOG Liaison to VOLT
Presented by:	Rick Marboe
Agenda Title:	Report of BOG Liaison to VOLT

Agenda Item Executive Summary:

As you know, the committees that report to the Board are asked to provide a written report to the Board twice a year. At a recent Executive Committee (EC) meeting, members expressed a concern that these reports may be overlooked. As such, the EC would like to start having the committee liaisons provide a mini verbal report to the Board.

This 5-minute session will offer a high-level update/overview of the committee's work.

Proposed motion for BOG Action: None

Attachment(s): PowerPoint

Report of BOG Liaison to VOLT

- VOLT Chair (2018-2021) - Howard Berkof
- VOLT Chair Nominee (2021-2024) - Callie Tourigny
- Sr. Manager, Vol Leadership Development & Diversity – Clare Bruff
- BOG Liaison (2020-2021) - Rick Marboe
- Virtual Retreat Held August 2020 in 4 sessions

VOLT General Updates

VOLT Operations

- Virtual Capabilities Transformation(Wood)
- Marketing & Communication (Web page additions) (Stong)
- Updated Operations Guide (Fallon)

VOLT Programs

- Leadership Workshops (Wheeland)
- Cross-Sector Workshop => Collaboration Accelerator (Clemon)
- Volunteer Leadership Pathway Initiative (Boyd)

ECLIPSE

- Current Cohort Status (Schulte)
- 2021-2022 Application Status (Schulte, Woodsby)
- Alumni Group (Trivedi)

VOLT Programs: Scheduled Leadership Workshops

Finding Opportunities in Times of Change

January 20 & January 21, 2021

VOLT Leads: Cindy Stong, Allison Case

Leveraging Diversity to Make More Effective Teams

March/April 2021 (including E-Fest)

VOLT Leads: Antoine Sands

Topic TBD

June 2021

VOLT Lead: Chetan Paydenkar

Cross-Sector Leadership Development Workshop is Becoming the Cross-Sector Collaboration Accelerator (in a virtual format)

Week	Activity	Delivery Mode	Time	Notes
Pre-work	What ASME Means to Me	Asynchronous	15 minutes	Participants record video self introductions
	Convene Representatives from Each Sector	Small group	45 minutes	Pre-meetings among sector representatives with sector leaders
	Overview of ASME Organization and Structure	Asynchronous	20 minutes	High level overview of governance
Week 1	Welcome and Conversation with Leadership	Live, Full Group	60 minutes	CEO & President share strategic priorities, challenges, opportunities
	Overview of the Five Sectors	Asynchronous	20 minutes	Intro to structure and work of each sector
	Divide into Groups for Collaboration	Small group	30-60 minutes	Introduce groups and cross-sector topics
	Case Study of Successful Collaboration	Asynchronous	2 minutes	Short video describing an example of successful collaboration
Week 2	Introduction to Collaboration & Cooperation	Live, Full Group	60 minutes	Discussion of collaboration and breakout activity
	Overview of ASME Finances	Asynchronous	20 minutes	Intro to revenue streams, expenses, conference funds, Foundation
	Group Collaboration	Small group	30-60 minutes	Group work on cross-sector topic
	Case Study of Successful Collaboration	Asynchronous	2 minutes	Short video describing an example of successful collaboration
Week 3	Group Collaboration Status Update	Live, Full Group	60 minutes	Report out & feedback on Group Collaboration in breakouts
	Overview of the Board of Governors	Asynchronous	20 minutes	Intro to BOG structure and committees
	Group Collaboration	Small Group	30-60 minutes	Group work on cross-sector topic
	Case Study of Successful Collaboration	Asynchronous	2 minutes	Short video describing an example of successful collaboration
Week 4	Closing Session	Live, Full Group	90 minutes	Report out, celebration, recognition, next steps, call to action
	Chart Your Volunteer Pathway in ASME	Asynchronous	15 minutes	Identify volunteer goals and development needed to get there

VOLT Programs: Volunteer Leadership Pathway

(Responding to BOG Stated Need for ASME Knowledge and Competency Based Training)

Example Levels and Opportunities to Progress)

	Training	Experience	Development
Basics	Complete ASME 101	Complete volunteer profile or apply for a volunteer position	
Level 1	Participate in 3 VOLT Leadership Workshops on different topics	Volunteer with a Section, on a team, in a micro-volunteer role, or other capacity (e.g., ECLIPSE)	Mentoring, coaching, or other leadership development work
Level 2	Complete the above, plus 3 additional VOLT Leadership Workshops on different topics, or the equivalent	Serve on a committee, board, or other top-level unit reporting into a sector or the BOG	Mentoring, coaching, or other leadership development work
Level 3	Complete the above, plus one intensive VOLT training (e.g., Cross-Sector Workshop), or the equivalent	Serve in a leadership role on a committee, board, or other top-level unit reporting into a sector or the BOG	Mentoring, coaching, or other leadership development work
Level 4	Complete the above, plus training modules specific to an ASME leadership role	Complete one term in a leadership role on a committee, board, or other top-level unit	Serve as a mentor to developing leaders

What is the Volunteer Leadership Development Pathway?

Orientation and training roadmap that outlines a progression of internal and external orientation, training, and development resources for ASME volunteers

- **Position-based** training to prepare for and succeed in specific volunteer roles (e.g., New Chair Orientation and Training)
- **Chronological** training tailored to where volunteers are in their life/career paths (e.g., training for early career engineers)
- **Competency-based** training to develop skills in specific areas (e.g., Creating a Business Plan, Financial Management)
- **Future intent** is for the Leadership Development Level to be part of the volunteer's ASME profile for matching with leadership opportunities

ECLIPSE Updates

- Current cohort has 9 members serving all five sectors, 2 committees, and BOG
- Applications for 2021-2022 received; Selection in February
- ECLIPSE Alumni Group has formed