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**DRAFT AGENDA – OPEN SESSION  
FY24 BOARD OF GOVERNORS MEETING**

**The Chase Park Plaza Royal Sonesta, St. Louis, MO  
Khorassan West, First Floor  
Tuesday, June 6, 2023 - 3:00 pm to 4:15 pm (CDT)**

**1. Opening of the Meeting (Start Time 3:00 pm)**

- 1.1. Call to Order and Introduction to ASME President  
Karen Ohland
- 1.2. Adoption of the Agenda
- 1.3. President’s Remarks (10 minutes) INFORMATION  
President
- 1.4. Executive Director/CEO’s Remarks (10 minutes) INFORMATION  
Tom Costabile
- 1.5. Consent Items for Action ACTION

Identification of items to be removed from Consent Agenda  
Consent Items for Action are items the Board is asked to take action on as a group. Governors are encouraged to contact ASME Headquarters with their questions prior to the meeting as it is not expected that consent items be removed from the agenda.

- 1.5.1. Proposed Appointments
- 1.5.2. Changes to Society Policy P-4.4
- 1.5.3. Changes to Society Policy P-4.16

**2. Open Session Agenda Items**

- 2.1. Governor-Nominees and ECLIPSE Intern Introductions (40 minutes) DISCUSSION  
President
- 2.2. BOG Planning Meeting Update (10 minutes) INFORMATION  
Michael Johnson

**3. New Business**

**4. Open Session Information Items**

- 4.1. Dates of Future Meetings

DATE	DAY	TIME	LOCATION
July 9-11 2023	Sunday-Wednesday	TBD	San Diego, CA

October 5, 2023	Thursday	TBD	Virtual Meeting
October 29, 2023	Sunday	8:30 am – 3:00 pm	New Orleans, LA

**5. Adjournment**

**List of Appendices**

- 1.5.2 Changes to Society Policy P-4.4
- 1.5.3 Changes to Society Policy P-4.16



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	May 10, 2023
BOG Meeting Date:	June 6, 2023
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	Emily Boyd
Agenda Title:	Changes to Society Policy P-4.4

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### Agenda Item Executive Summary:

Modifications to Society Policy P-4.4 are needed so it conforms to the new By-Laws that are on the consent agenda for adoption at the Board of Governors' June 4 meeting that deal with the History and Heritage Committee and Committee on Sustainability.

Proposed motion for BOG Action:

To approve changes to Society Policy P-4.4.

Attachment(s): Society Policy changes.

## **SOCIETY POLICY**

### **APPOINTMENT OF ASME VOLUNTEER PERSONNEL TO NON-ELECTED POSITIONS**

#### **I. PREFACE**

- A. Successful accomplishment of ASME objectives, and hence its standing in the eyes of the profession and the public, depends in large measure on the quality of the work of the Society's units and its volunteers.
- B. It is the responsibility of those charged with nominating personnel to units of the Society to seek out members of ASME who both are motivated to serve and are able to accept the responsibilities involved.
- C. This Policy relates to the nomination and appointment of non-elected volunteer positions.
- D. Society Policy P-4.3, Qualifications of ASME Officers and Governors and Requirements of Service, covers the positions of Officers and Governors.
- E. Society Policy P-15.11, Diversity and Inclusion, states in part, "ASME shall dedicate time and resources to ensure the active participation as well as leadership opportunities of talented individuals from all segments of society."
- F. By-Law B5.2.4.1 states in part, "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 ..."
- G. Constitution Article C4.1.1 states in part, "In the discretion of the Board of Governors, up to two members-at-large, who need not be members of the Society, each appointed by the vote of a majority of the Entire Board of Governors (each, an "Appointed Governor") upon their determination that the size of the Board of Governors may be fixed at thirteen or fourteen, as the case may be, to include a seat for the proposed appointee and that the proposed appointee has demonstrated substantial philanthropic support of the Society's mission and sustained engagement with the field of engineering."

#### **II. PURPOSE**

- A. To provide guides for selection and nomination of appointed volunteers relative to requirements of the position and term of service.
- B. To provide the procedure leading to appointment.

#### **III. POLICY**

- A. Sector Council, Board, or Committee Members.
  - 1. Qualifications

- a. A full understanding of the purposes and objectives of the unit.
    - b. Experience, judgment, and motivation closely related to the work of the specific unit on which they are serving.
  2. Governors shall not serve as a member of any other unit except as specified in the By-Laws.
- B. Standing Committees Reporting to the Board of Governors
  1. Committee on Organization and Rules, Committee on Finance, [History and Heritage Committee](#), [Committee on Sustainability](#), Committee on Honors, Diversity and Inclusion Strategy Committee, and Volunteer Orientation and Leadership Training Academy.
    - a. A full term on these committees is defined as three years; partial year terms are permitted. The combination of partial and full terms cannot exceed six years.
    - b. Additional service beyond six consecutive years will be permitted only after the passage of at least two years or in the event of ex-officio service.
    - c. In the event of a nomination for more than one Past President to serve on the committee, a statement must accompany the nomination setting forth specific reasons why this appointment is in the best interest of the Society. The term of the appointment is one year and must be approved by the Board of Governors, taking into consideration the feedback from the Committee on Organization and Rules.
    - d. An individual shall not serve on more than one Standing Committee Reporting to the Board at the same time unless service on one or both of them is in an ex-officio capacity. An individual may serve on two Standing Committees Reporting to the Board of Governors at the same time if recommended by the Committee on Organization and Rules and approved by the Board of Governors if documentation is provided addressing any potential conflicts of interest for serving on the two committees.
  2. Audit Committee, Committee on Executive Director Evaluation and Staff Compensation and Executive Committee
    - a. The President shall nominate incoming first year Elected Governors for appointment by the Board for service on the Audit Committee and Committee on Executive Director Evaluation and Staff Compensation, as specified in By-Laws B5.2.6.2 and B5.2.9.2.

- b. The President is an ex officio member of the Committee on Executive Director Evaluation and Staff Compensation and the Executive Committee with vote.
    - c. Members of the Executive Committee shall be appointed as set forth in By-Law B5.2.3.2.
  - 3. Committee of Past Presidents
    - a. Membership is for lifetime unless a Past President becomes ineligible according to By-Law B5.2.8.2.
  - 4. Philanthropy Committee
    - a. The Philanthropy Committee members are permitted to serve on one additional Standing Committee Reporting to the Board. In the event of a nomination for more than one Past President to serve on the committee, a statement must accompany the nomination setting forth specific reasons why this appointment is in the best interest of the Society. The term of the appointment is one year and must be approved by the Board of Governors, taking into consideration the feedback from the Committee on Organization and Rules.
  - 5. Industry Advisory Board
    - a. The Industry Advisory Board membership shall be determined annually by the Board of Governors. Industry Advisory Board members are permitted to serve on one additional Standing Committee Reporting to the Board.
  - 6. The Operation Guides of all Standing Committees Reporting to the Board shall contain a specific leadership succession plan.
- C. Guidelines
  - 1. Units of the Society are encouraged to seek out volunteers to serve that are not already serving in other capacities, unless serving as a representative of a parent unit or as a liaison.
  - 2. Units are encouraged to strive for diversity and inclusion in volunteer leadership by making a conscious effort to take diversity and inclusion into account when filling vacancies as provided in Society Policy P-15.11.
  - 3. Units are encouraged to continually solicit and train younger members in unit work.

D. Terms of Office

1. Unless otherwise specified in this policy, the term of office of a member of a sector, board, council or committee is specified in the respective Operation Guide.
2. Unless otherwise specified in this policy, individuals who have completed one or more terms of service to a unit may be reappointed for an additional term.
  - a. If the total continuous service in that position does not exceed two full terms, then the justification for reappointment shall be similar to the justification for the original appointment.
  - b. In the event of a reappointment for which total service would exceed two full terms, a statement must accompany the nomination setting forth specific reasons why this appointment is critical to the well-being of the unit, and the exceptional circumstances involved.

E. Membership

1. All members of
  - a. standing committees reporting to the Board of Governors,
  - b. sector councils,
  - c. boards,
  - d. standing and special committees under committees, sector councils and boards,
  - e. technical division and sub-division executive committees
  - f. and all Society representatives to joint activitiesshall be members of ASME.
2. Exceptions are permissible in those cases where non-members may be needed to serve on various technical committees and sub-committees or working groups to bring special skills to the task or to represent related organizations. When such non-members of ASME are nominated, the reasons for so doing must be set forth in making the proposal.
3. Appointed Governors are not required to be members of ASME.

F. Inter-Sector Committees

The procedure for appointments to such committees is the same as to any regular board or committee.

G. Appointment and Nominating Responsibilities

1. The Operation Guide of each unit shall define members of the nominating committee for their unit. In addition, each guide will list positions, including the

qualifications (e.g., knowledge and skills) necessary for such positions, and terms of office required. Each nominating committee will provide suitable candidates for consideration at least six months prior to commencement of the term.

2. The nominating responsibility can be achieved through direct nominations by the unit or by unit confirmation of nominating subcommittee recommendations.
3. In the case of the standing committees reporting to the Board of Governors, the members of each unit shall have nominating responsibility.

#### **IV. PROCEDURE**

##### **A. Appointments Requiring Approval by the Board of Governors**

1. The Committee on Organization and Rules shall be responsible for reviewing proposed nominations to the Board of Governors and providing a statement to the Board as to whether the nomination helps to ensure that the Society is supplied with:
  - a. qualified leadership to serve the current and future needs of the membership;
  - b. the active participation, as well as leadership opportunities, of talented individuals from all segments of the Society
2. The statement from the Committee on Organization and Rules shall be provided prior to the appointments made by the Board of Governors, including all members of sector councils except for the position of senior vice president and chairs of the sector committees.
3. All nominations for appointments specified in IV.A.1 shall be submitted to the Committee on Organization and Rules on a special nomination form. Staff members may sign the form on instructions from the sector or committee and on its behalf.

##### **B. Appointments Delegated to the Sectors**

Appointments to boards and committees under a sector are made by that sector's council.

##### **C. Nominations for Appointments Delegated to the Sectors**

1. Procedures for nominations will be included in each sector's operation guide.
2. Units of the Society may find it beneficial to call on other units to provide recommendations for unit membership when needed expertise may be available from that area of the Society. Procedures for this option should be included in the operation guides of units.

##### **D. The nominee shall express their intent to serve for the entire appointment term involved.**

- E. The nominee shall sign a statement of understanding of and compliance with Society Policies P-15.7 (Ethics), P-15.8 (Conflicts of Interest), P-15.9 (Policy Against Discrimination (Including Discriminatory Harassment – Members), P-15.14 (Code of Conduct) and P-14.6 (Society Name, Logo, Seal ...).
- F. Appointed members who consistently do not attend meetings, reply to correspondence or carry out assigned tasks may be replaced at any time by the appointing unit using the above procedures.

Responsibility: Committee on Organization and Rules

Adopted: May 9, 1968

Revised: June 16-17, 1970  
June 18, 1975  
April 28, 1978  
December 1, 1978  
June 25, 1980  
March 21, 1984  
(editorial changes 3/85)  
November 21, 1985  
(editorial changes 6/87)  
September 8, 1988  
(editorial changes 4/89)  
(editorial changes 9/89)  
June 14, 1995  
(editorial changes 1/96)  
(editorial changes 9/98)  
(editorial changes 3/01)  
November 16, 2001  
June 1, 2005  
June 8, 2008  
June 14, 2009  
(editorial changes 7/12)  
(editorial changes 3/13)  
(editorial changes 8/13)  
(editorial changes 8/14)  
(editorial changes 6/17)  
June 3, 2018  
June 5, 2019  
January 22, 2020  
April 19, 2022  
January 31, 2023



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	May 10, 2023
BOG Meeting Date:	June 4, 2023
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	Emily Boyd
Agenda Title:	Changes to Society Policy P-4.16

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### Agenda Item Executive Summary:

Modifications to Society Policy P-4.16 are needed so it conforms to the new By-Laws B5.3, B5.4, B5.5, B5.6, and B5.7, which bring uniformity to how Senior Vice Presidents are selected.

Proposed motion for BOG Action:

To approve changes to Society Policy P-4.16

Attachment(s): Society Policy changes.



P-4.16  
6/20

## SOCIETY POLICY

### SELECTION, NOMINATION AND APPOINTMENT OF SENIOR VICE PRESIDENTS

#### I. PREFACE

- A. By-Law B4.1.6.4 states,

Any vacancy in the office of senior vice president ... shall be filled by the Board of Governors.

- B. Society Policy P-4.4, Appointment of ASME Volunteer Personnel to Non-elected Positions, covers nomination and appointment guidelines for all other non-elected volunteer positions.

- C. Society Policy P-4.3, Qualifications of ASME Officers and Governors and Requirements of Service, covers the positions of Officers and Governors.

- D. By-Laws B5.3.1.3, B5.4.1.3, B5.5.1.3, B5.6.1.3 and B5.7.1.3 state that the incoming Senior Vice President is nominated by the sector council for appointment by the Board of Governors.

**Deleted:** specify each of the sectors' requirements for selection of candidates for senior vice president.¶

- E. Article C4.1.4 of the Constitution states:

A senior vice president shall be a corporate member of the Society who has reached at least the grade of Member. He or she 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.

#### II. PURPOSE

- A. To provide guidelines for selection, nomination and appointment of volunteers to the position of Senior Vice President.
- B. To provide the procedure leading to appointment.

#### III. POLICY

Each of the five sectors is chaired by a Senior Vice President.

- A. Sector Senior Vice President Position Description

The following is a general position description for all Senior Vice Presidents. This description may be supplemented by information that each sector specifies in its operation guide pertaining to its particular Senior Vice President position.

1. Role Within the Society Government

Senior Vice Presidents are officers of the Society and represent their sectors at the meetings of the Board of Governors, and the Committee on Finance whenever required. Senior Vice Presidents are the prime channel of communication between their sectors and the Board of Governors and the other sectors of the Society.

The Senior Vice President leads the sector in conducting its programs to accomplish the goals specified in ASME's strategic plan.

2. Role Outside ASME

Senior Vice Presidents are expected to interact with government, business and academic leaders worldwide, as required to further the goals of the Society. They may authorize position statements of their respective Sectors in accordance with Society Policy P-15.1. Senior Vice Presidents may be appointed to represent ASME in other organizations or in joint activities with other groups.

3. Role Within the Sector

A Senior Vice President has the executive decision-making authority to foster the goals of the Society within the framework of the Society Constitution, By-Laws and Policies, and the constraints of the sector's budget authority.

A Senior Vice President:

- a. Is the senior officer of the sector and chairs the sector meetings,
- b. Works closely with the chairs of the various units and boards within the sector to achieve their missions in support of the Society and in the development of the plans and metrics to assure the best use of Society resources,
- c. Works closely with the senior staff of their sector to execute successful programs, and is the volunteer leader who is responsible for budget requests and budget management,
- d. May call special meetings and executive sessions of the sector council.

4. Required Attendance at Meetings

Senior Vice Presidents are expected to:

- a. Attend and chair regular and special meetings and retreats of their sectors.
- b. Represent the sector at meetings of the Board of Governors and the Committee on Finance.
- c. Speak on behalf of their sectors at sector-sponsored administrative conferences of the other sectors.

5. Financial Commitment

Senior Vice Presidents may receive travel expense contributions from ASME as described in Society Policy P-4.5, Travel Expense Contribution, within the constraints of the approved budget for travel for the sector.

B. Individual Qualifications

1. A full understanding of the purposes and objectives of the sector.
2. Experience, judgment, and motivation closely related to the work of the specific sector on which he or she would serve.
3. Broad engineering expertise.
4. Broad leadership and management experience.
5. P.E. registration preferred but not necessary.
6. ASME membership grade – Member grade or higher.
7. Broad Society experience.
8. Additional qualifications as specified for the Senior Vice President position in each sector's operation guide

C. Term of Office

The term of office of Senior Vice Presidents shall be three years, beginning and ending during the second Business Meeting of the fiscal year. Additional service as the same Senior Vice President may occur after an interruption of one or more years or following a partial term.

Should the Senior Vice President be unable to complete the term of office, the sector shall recommend a successor to the Board of Governors to fill the unexpired term, following procedures of Section IV of this Policy.

D. Guidelines.

1. The operation guide of each sector shall define the sector-specific roles, requirements and necessary qualifications for applicants to the position of Senior Vice President of that sector.
2. ~~The preference is for candidates for a sector's Senior Vice President to be past or present volunteer members of its sector council.~~
3. Each sector will include procedures for nominations and selection in its operation guide.

**Deleted:** The candidates for a sector's Senior Vice President shall be selected from among its...

**Deleted:** , as specified in the Society's By-Laws

IV. PROCEDURE

- A. The sector that is seeking to select a new Senior Vice President begins and completes its selection process during the second year of the three-year term of the current Senior Vice President, and before the Board of Governors meets during the second Society-Wide Meeting of the fiscal year.
- B. The President shall appoint one or more representatives from the Board of Governors to review the generic requirements with the senior vice president prior to the sector beginning its selection process.
- C. At least two candidates shall have been vetted by the sector council members. The sector council members shall select one candidate and present the name and qualifications of its nominee at the Board of Governors' meeting during the second Society-Wide Meeting of the fiscal year that occurs at the end of the second year of the three-year term of the current Senior Vice President. This presentation is to be in written format that is similar to the Nominating Committee Application form, and contain questions to be addressed by the applicants including but not limited to:
  1. What are the significant operational issues facing the sector, and how would you address these issues?
  2. What are your plans to promote the activities of the sector towards achieving the Society's goals?
  3. What future goals do you propose?
- D. The nominee shall appear before the Board of Governors to present their qualifications and to address questions from the Board of Governors. At this meeting, the current Senior Vice President shall speak on behalf of the proposed nominee.
- E. The Board of Governors reviews, deliberates, and approves or disapproves the sector's nominee at the September meeting of the Board of Governors following its

meeting during the second Society-Wide Meeting of the fiscal year referred to in paragraph IV.B.

- F. If the nominee is approved as the new Senior Vice President, the term will begin at the end of the three-year term of the current Senior Vice President.
- G. If the nominee is not approved, the sector presents its second nominee to the Board of Governors at the November meeting. The Board of Governors reviews, deliberates and approves or disapproves the sector's second nominee at the following April meeting of the Board of Governors.
- H. In the event the Board of Governors does not approve the sector's second nominee, the Board of Governors will select an interim Senior Vice President to serve for one year, and the sector will begin the selection process again in time to present another nominee to the Board of Governors during the second Society-Wide Meeting of the fiscal year. If this third nominee is approved, the term will begin at the end of the one-year term of the interim Senior Vice President.
- I. The Board of Governors, the sector's immediate past Senior Vice President and senior staff member have the responsibility to mentor and support the newly selected Senior Vice President for that sector.

Responsibility: Board of Governors

Adopted: November 16, 2001

Revised: June 1, 2005  
February 25, 2010  
April 15, 2011 (editorial revision)  
August 18, 2014 (editorial revision)  
May 1, 2017 (editorial revision)  
January 22, 2020 (editorial revision)  
June 3, 2020 (editorial revision)



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

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Date Submitted:	May 18, 2023
BOG Meeting Date:	June 6, 2023
To:	Board of Governors
From:	Michael Johnson, Chief Strategy Officer
Presented by:	Michael Johnson
Agenda Title:	BOG Planning Meeting Update

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Agenda Item Executive Summary:

A quick overview will be provided regarding the content of the BOG Planning Meeting scheduled for July 2023.

Proposed motion for BOG Action: None

Attachment(s): None