ITEM

23. Call to Order
24. Adoption of Agenda
25. Announcements
26. Report on Executive Session
27. Discussion Items
28. Items for Receipt
29. Items for Action
30. Dates of Future Meetings
31. Adjournment
LIST OF APPENDICES

I  Strategy Update
II  Membership Engagement Model Update
III K&C & Institutes Reorganization Update
IV  Engineering for Global Development Update
V  Sector Management Committee Report
VI  Proposed Appointments
VII Society Policy P-15.4 Ethical Conduct Violation Procedures
VIII Pension Plan Trust Amendment
IX  Neuberger Berman Banking Resolution
DRAFT MINUTES
2013-2014 BOARD OF GOVERNORS
San Diego, CA
November 16, 2013

23. Call to Order:

On November 16, 2013, a meeting of the Board of Governors of the American Society of Mechanical Engineers was held in San Diego, CA. A quorum being present, the meeting was called to order by the President at 1:05 PM PT. Attendance was as follows:

Board of Governors
President: Madiha Kotb
Immediate Past President: Marc W. Goldsmith
President-Elect: J. Robert Sims Jr.

Other Officers
Senior Vice Presidents: Kenneth R. Balkey, Standards and Certification
Robert E. Grimes, Institutes
Karen J. Ohland, Knowledge and Community
Cynthia M. Stong, Student and Early Career Development
William J. Wepfer, Public Affairs and Outreach

Vice Presidents: Susan I. Brown, Global Outreach
Luc H. Geraets, Technical Communities
Kalan Guiley, Government Relations
Kenneth C. Hall, International Gas Turbine Institute
Mohammad H. Hosni, Education
Guido G. Karcher, Pressure Technology Codes & Standards
Twishansh U. Mehta, Leadership & Recognition

Secretary and Treasurer: Warren R. DeVries
Executive Director: Thomas G. Loughlin
Deputy Executive Director: June Ling (also Second Assistant Treasurer)
Assistant Secretary: John Delli Venneri
Assistant Treasurer: William Garofalo
Board of Governors Elects
Urmila Ghia
John Goossen
John Tuohy

Senior Vice President Elect
Laura E. Hitchcock Standards and Certification

Board Committee Chairs
James Coaker Committee on Finance and Investment (COFI)
Larry Luna Committee on Organization and Rules (COR)
Reginald I. Vachon Audit Committee

Corporate Counsel
John Sare

Other Guests
Frank Adamek Foundation Board
William Bees PVP Senator
Hakim Bouzid Fellow
Ruander Cardenas ECLIPSE Intern
J. Hank Cook Past Chair Nominating Committee
Artin Dermenjian PVP Senator, Fellow
Nicole Dyess Member
Kristine Engel Student
Nancy D. Fitzroy Past President (1986-1987)
Richard J. Goldstein Past President (1996-1997)
Robert Hauck Member
Amos E. Holt Past President (2009-2010)
Hiroshi Honda Member
Said Jahanmir Fellow
Jennifer Jewers Bowlin Member
Daniel Kearney ECLIPSE Intern
Webb Marner PPT
Micki Marshall Chair, Engineering for Global Development
Sayed M. Metwalli DAC Member
Mike Nitzel Chair, PVP Division
John R. Parker Past President (2000-2001)
Christian E. Przirembel Fellow
Victoria A. Rockwell Past President (2011-2012)
Marina B. Ruggles-Wrenn Pressure Vessels & Piping Division
Matthew Schulte ECLIPSE Intern
Amip Shah Member
Terry E. Shoup Past President (2006-2007)
Robert T. Simmons Past President (2010-2011)
Keith B. Thayer Past President (1997-1998)
Yong Tian Chew Member, Board on Education
Hieu Tran IPTI EC Committee
Amos Winter  Member
Maher Y. Younan  Pressure Vessels & Piping Division
Justin Young  Chair, VOLT Academy
Sam Y. Zamrik  Past President (2007-2008)

Staff
Iana Aranda  Senior Program Manager, Engineering for Global Development
Roy Arbeit  Managing Director, Marketing & Sales
William Berger  Managing Director, Standards
Keith Bloesch  Director, Process Improvements & Implementation
Clare Bruff  Manager, Volunteer Leadership Development
Peter Cestaro  Director, Benefits & Payroll
Shekhar Chandrashekhar  Managing Director, Programs
Michael Cowan  Director, Public Information
James Creel  Program Manager, Outreach Program
Noha El-Ghobashy  Managing Director, Engineering Workforce and Global Development
John Falcioni  Director, Editorial
Nick Ferrari  Director, Publishing Development
Peter Hess  Managing Director, Marketing & Online Services
Michael Ireland  Managing Director, Engineering Research & Technical Development
John Koehr  Managing Director, Technology & Personnel Certification
Phyllis Klassy  Director, Events Management
Michael Kreisberg  Director, Membership Development
Raj Manchanda  Director, Emerging Technologies
Thomas Meehan  Controller
Reese Meisinger  Managing Director, Government Relations and Engineering Education
Michael Merker  Managing Director, Conformity Assessment & Publishing
Michael Michaud  Managing Director, Global Alliances
Patrick O'Connell  Managing Director, Information Technology
Joshua Olesker  Coordinator, Communications Projects & Initiatives
Jackie Oppenheim  Director, Training & Development
Laurel Raso  Managing Director, Human and Capital Resources
Matt Schatze  Executive Director, ASME Foundation
Mark Sheehan  Managing Director, Development (S&C)
David Soukup  Managing Director, Governance
Petr Spurney  Director, ASME Foundation
Stuart Swirson  Manager, Internal Audit
Gemma Tansey  Director, Special Projects
Michael Tinkleman  Director, Research
Roger Torda  Manager, Communications Projects & Initiatives
Mel Torre  Manager, Corporate Communication
Denise Wagner  Manager, Board Operations
Deborah Wetzel  Manager, Media Relations
Russell Williams  Treasury Manager
24. **Adoption of the Agenda:** The Board

   VOTED: to adopt the agenda as circulated on November 4, 2013.

25. **Announcements:**

   The President welcomed all to the meeting and recognized Past Presidents Joseph Falcon, Nancy Fitzroy, Richard Goldstein, Amos Holt, John Parker, Victoria Rockwell, Terry Shoup, Robert Simmons, Keith Thayer, Reggie Vachon, Sam Zamrik and introduced the new governor-elects Urmila Ghia, John Goossen and John Tuohy, President-elect J. Robert Sims, and the Senior Vice President-elect Laura Hitchcock. William M. Worek was presented a Dedicated Service Award by Victoria Rockwell.

26. **Report on Executive Sessions**

   There was a report given by Madiha Kotb on the November 16, 2013 Executive Session that was held earlier in the morning. The following was reported: (1) Received a FY14 Q1 Enterprise Performance Update and Pathway Updates on Training and Certification, and K&C and Institutes Reorganization; (2) Received a FY13 Incentive Compensation & Year-end Discretionary Bonus Payout Report; (3) Received an EDESC Performance report for FY14 Q1, and voted to accept two recommendations from the EDESC on alignment of ED goals and long term enterprise goals; and (4) Received a report by Corporate Counsel.

27. **Discussion Items:** The Board

   VOTED: to move into open session, as if in the Committee of the Whole.

   The Board heard reports concerning and discussed the following items:

   Agenda Overview by Thomas Loughlin; Sector Management Committee Report by J. Robert Sims (Agenda Appendix 5.1.1 and Minutes Appendix V); Strategy Update by Shekhar Chandrashekhar, William Wepfer, John Koehr, Robert Grimes, Michael Michaud, Ken Balkey, and Michael Cowan (Agenda Appendix 2.5 and Minutes Appendix I); Membership Engagement Model Update by Roy Arbet (Agenda Appendix 2.6 and Minutes Appendix II); K&C & Institutes Reorganization Update by Karen Ohland, Robert Grimes and Mike Ireland (Agenda Appendix 2.7 and Minutes Appendix III); and Engineering for Global Development Update by Noha El-Ghobashy, Micki Marshall, Robert Hauck and Amos Winter, which was introduced and facilitated by John Falcioni (Agenda Appendix 3.1.1 and Minutes Appendix IV).

   Following the close of the Discussion Items, the Board

   VOTED: to move into formal session.

28. **Items for Receipt:** The Board
VOTED: to receive the following items: (1) Sector Management Committee Report (Agenda Appendix 5.1.1 and Minutes Appendix V).

29. **Items for Action:** The Board

VOTED: to approve the following items: (1) Minutes from September 25, 2013; (2) Proposed Appointments (Agenda Appendix 5.2.3 and Minutes Appendix VI); (3) Revision of Society Policy P-15.4 Ethical Conduct Violation Procedures (Agenda Appendix 5.2.4.1 and Minutes Appendix VII); (4) Pension Plan Trust Amendment (Agenda Appendix 5.2.5 and Minutes Appendix VIII) and (5) Neuberger Berman Banking Resolution (Agenda Appendix 5.2.6 and Minutes Appendix IX).

30. **Dates of Future Meetings.** The Board approved meeting dates and times as follows:

<table>
<thead>
<tr>
<th>DATE</th>
<th>DAY</th>
<th>TIME</th>
<th>LOCATION</th>
</tr>
</thead>
<tbody>
<tr>
<td>February 13, 2014 (a)</td>
<td>Thursday</td>
<td>12:00 PM – 2:00 PM</td>
<td>Web Conference</td>
</tr>
<tr>
<td>April 17, 2014 (a)</td>
<td>Thursday</td>
<td>12:00 PM – 1:30 PM – Exec. Session</td>
<td>New York, NY</td>
</tr>
<tr>
<td></td>
<td></td>
<td>1:30 PM – 5:00 PM – Open Session</td>
<td></td>
</tr>
<tr>
<td>April 18, 2014 (a)</td>
<td>Friday</td>
<td>8:00 AM – 1:00 PM – Open Session</td>
<td>New York, NY</td>
</tr>
<tr>
<td>June 8, 2014 (a)</td>
<td>Sunday</td>
<td>10:00 AM – 11:30 AM – Exec. Session</td>
<td>Portland, OR</td>
</tr>
<tr>
<td></td>
<td></td>
<td>12:00 PM – 4:00 PM – Open Session</td>
<td></td>
</tr>
<tr>
<td>June 11, 2014 (b)</td>
<td>Wednesday</td>
<td>10:00 AM – 11:15 AM – Exec. Session</td>
<td>Portland, OR</td>
</tr>
<tr>
<td></td>
<td></td>
<td>11:30 AM – 3:00 PM – Open Session</td>
<td></td>
</tr>
<tr>
<td>September 18, 2014 (b)</td>
<td>Thursday</td>
<td>12:00 PM – 1:30 PM – Exec. Session</td>
<td>New York, NY</td>
</tr>
<tr>
<td></td>
<td></td>
<td>1:30 PM – 5:00 PM – Open Session</td>
<td></td>
</tr>
<tr>
<td>September 19, 2014 (b)</td>
<td>Friday</td>
<td>8:00 AM – 1:00 PM – Open Session</td>
<td>New York, NY</td>
</tr>
<tr>
<td>November 15, 2014 (b)</td>
<td>Saturday</td>
<td>8:30 AM – 10:00 AM – Exec. Session</td>
<td>Montreal, Canada</td>
</tr>
<tr>
<td></td>
<td></td>
<td>10:30 AM – 4:30 PM – Open Session</td>
<td></td>
</tr>
</tbody>
</table>

(a) 2013-2014 Board of Governors (b) 2014-2015 Board of Governors

31. **Adjournment:** The meeting was adjourned on Saturday, November 16, 2013 at 4:13 PM PT.

________________________
Warren R. DeVries
Secretary
Date Submitted: October 23, 2013  
BOG Meeting Date: November 16, 2013

To: Board of Governors  
From: Strategy Execution Teams (SETs)  
Presented by: Michael Michaud, John Koehr, Shekhar Chandrashekhar  
Agenda Title: Strategy Update

Agenda Item Executive Summary:

The SET leaders will update the Board on recent and upcoming activities that support the strategy.

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

None

Attachments:

One Presentation – ppt  
One supporting word document
Strategy Execution Teams Overview

ASME will foster a broader, competent, vibrant and more diverse engineering workforce with sustained engagement in ASME over all career stages.

ASME will serve as an essential energy technology resource and a leading advocate for technically sound energy policies.

ASME will collaborate to develop and provide locally relevant engineering resources that advance public safety and quality of life throughout the world.
The workforce strategy execution objectives and programs

- Building the pipeline of future generations
- Increasing Technical Competency
- Workforce Strategy Execution
- Thought leadership initiative to bolster brand credibility
- Decision Point Dialogs
- K-12 Programs
- Student Programs
- Engineering education standards and assessment
- Training and Professional Development

Workforce Development

**Q1 Highlights**

**ASME Decision Point Dialogues**
Developing a sustainable strategy for future Dialogues and the Dialogues initiative post the pilot event on April 2013. This includes:

- Determining success measures
- Developing content/scenario possibilities for the second Dialogue
- Developing list of relevant Dialogue participants, as well as attendees
- Determining possible venues for event
- Planning strategy for outreach to potential partners

**SD&T-Technology & Personnel Certification**

- In Q1 there were 61 new certifications issued. The FY14 goal is 330.

**Training and Development**

- Training participants for the quarter were 1280 against a budget of 1999.
- Shortfalls in in-company due to postponed courses which will take place now in Q2 and Q3.
- Licensed courses started off lower in all countries and with additional ATPs being engaged are expected to pick up in later quarters.
- New eLearning courses have recently been added which have yet to gain impact, but the business line is being closely monitored as the year started poorer than expected.
- New Authorized Training Provider in South Africa engaged in the quarter and in discussions with another two in Australia and Brazil.
Workforce Development

Current Activities

**K12 Programs:**
- Engineering Ambassadors Network (EAN) of Universities project is GO and ASME Foundation funded ($375K) for FY14 and next level of Go/No Go decision making.
- E-APPS – Multi-platform Engineering Games for Middle School Students game concept process completed and game theme of engineering enabled “Rescue Missions”. Gaming structure out for crowdsourced development through TopCoder, the game development vendor. Quality assessment and go/no go decision in October.

**Student Programs:**
- New student competitions in advanced manufacturing – Innovative Additive Manufacturing 3D (IAM3D) Challenge and Design Simulation Challenge – are in final stages of development and will be launched in Q2
- Work in progress on the concept and business plan for the new technical festival for multidisciplinary engineering students with a decision on event launch expected in November

**Engineering Education Standards and Assessment:**
- ASME/ABET Mechanical Engineering Program Criteria change allowing greater multi-disciplinary flex in BSME curricula passed 1st reading of the ABET Board with 2nd reading and adoption expected in October.
- The ASME education Vision 2030 data and advocacy strategy also featured at the annual conference of sixty-four (64) ACBM Mechanical Engineering Program Coordinators as ASME Education’s first exposure in Brazil. Common interests established. Relationship framework draft in Q2.
- ASME Sparks Award reconfigured to support Vision 2030 Practice–oriented ME Education strategy and given content-platform at the 2015 ME Education Leadership Summit. Further V2030-based go/no development proposals targeted for Q2 development.

----------

Workforce Development

Upcoming Activities

**ASME Decision Point Dialogues**
- Begin implementation of the strategy in Q2 that will culminate in Decision Point Dialogues event in Q4.
- The conference planning organization is increasing efforts to plan for strategic workforce programs to be held at major events

**K-12 Programs**
- A pilot leveraging INSPIRE (an 8-10 hour online experience that combines instructional design, rich media, and simulations) will be conducted during the 2013/14 academic year at 25 middle schools in Montgomery and Prince George’s Counties in Maryland. Schools will be selected based on their enthusiasm to promote the program as well as how they support a larger strategy to engage a highly diverse pool of institutions (ex. economic, regional, in-school resources).
**Energy Dashboard**

**Energy FY2014 Q1**

**ASME Energy Portfolio (number of products)**

**ASME New/Updated Energy Products**

---

**Energy Q1 Highlights**

- **BSC Energy-Related Measures**
  - 53 – 9 new/ 45 updated energy products issued; 54 total (Q1 target 38)

- **Quarterly activities**
  - International Conference on Energy Sustainability and the 2013 Fuel Cell Science, Engineering and Technology Conference (ES Fuel Cell) - July 2013 (Minneapolis, MN)
  - Pressure Vessels & Piping Conference (PVP) - July 2013 (Paris, France)
  - International Pipeline Geotechnical Conference – July 2013 (Bogota, Colombia)
  - ASME Power Conference - July 2013 (Boston, MA)
  - International Conference on Nuclear Engineering (ICONE) - July 2013 (Chengdu, China)
  - Rio Pipeline Conference and Exposition – September 2013 (Rio de Janeiro, Brazil)
  - ASME Energy Forum webinars – Wind (July 2013), Fuel Cells (September 2013)
  - Thermal Energy Storage Open Research Forum - September 2013 (Washington, DC)
  - ME Magazine features
  - ASME.org Energy features
Energy

**Upcoming Activities**

- **Enterprise events**
  - International Seminar on Organic Rankine Cycle Power Systems - October 7-8, 2013 (Rotterdam, The Netherlands)
  - OTC Brazil - October 29-31, 2013 (Rio de Janeiro, Brazil)
  - International Mechanical Engineering Congress & Exposition (IMECE) – November 15-21, 2013 (San Diego, CA)
  - Internal Combustion Engine (ICEF) – October 13-16, 2013 (Dearborn, MI)
  - Gas Turbine India Conference - December 5-6, 2013 (Bangalore, India)

- **Other activities**
  - ASME Energy Forum –webinar on Hydraulic Fracturing (December 5, 2013)
  - Congressional Briefing on Smart Grid is planned in collaboration with Virginia Tech and IEEE
  - ME Magazine features
  - ASME.org Energy features
  - ASME Energy Forum Live event – March 17-19, 2014 (San Diego, CA)

---

**The ASME Global Impact Index**

**Summary:**

- The Global Impact Index is 1,361,911.
- This reflects a 10% increase from FY Q1 FY13, and compares to a 5.5% increase in North America.
- China, India and Latin America are all on track to meet 10% growth target for the year.
**Global Impact**

**Additional Activities**

Q1 Activities:
- One new Spanish Code translation was released in – B31J
- A new Training provider was signed in South Africa and the first courses were held
- A Pipeline Geotechnical Conference was held in Colombia in July
- PVP was held in Paris France, July 14-18, 2013,
- ICONE was held July 29-August 2013 in Chengdu, China
- IEEE/ASME International Conference on Advanced Intelligent Mechatronics was held in Wollongong, Australia, July 9-12

Other Activities:
- ASME President and delegation participated in the WFEO meetings in Singapore. Side meetings included a visit with local Members and Students and a visit with Engineers Australia officials and other national delegations.

**Global Impact**

**Q1 Highlights**

Other Activities cont.
- BOG retreat and Meeting was held in Rio de Janeiro. The theme was on the Latin American Market Strategy and included local speakers. Side meetings with local partners were also held while in-country.
- ASME participated in the UPADI meetings in Colombia where a workshop on Engineering Education was held in support of the OAS COMCYT and Engineering for the Americas initiatives. While there, an additional meeting with the local Engineering Deans was held.
- Past President Goldsmith gave a keynote address at a Nuclear Conference in Slovenia in September.

Ongoing Activities
- Discussions continue to refine the UNESCO Fellow position and collaboration on Engineering Education projects in Africa.
- Planning to support the 10th Sino-American Technology Exchange Conference in 2014 continues
Communications - FY14 Q1 Highlights

- **Press Releases**
  - Expand Your Skillset! Why – And How
- **ASME News articles**
  - Congress: Special Forum on Advanced Manufacturing
  - From the President: ASME’s Sustainable Energy Update
  - ASME Supports State-led K-12 Science Standards Initiative
- **News Placements**
  - Human-powered vehicles can drive meaningful change: Yahoo!
  - Engineers need ‘transformational skills’ to survive today: *Engineers Journal*
  - ILC Dover’s Apollo Spacesuit honored as ASME landmark: *WIDE-FM*
- **Speeches**
  - Madhia Kotb – ICONE 21 opening comments, China
  - Marc Goldsmith – “Powering the Future” Power Conference, Boston
  - Tom Loughlin – “The Future of Associations” IAB Meeting
- **Events**
  - ASME Landmarks held in Arizona, Delaware, Illinois and Scotland
- **Videos**
  - 2013 State of the Society video in production
  - 2013 Honors Assembly opening and profiles in production

More Information

- **BOG website**
  - [http://strategy.asme.org/home.cfm](http://strategy.asme.org/home.cfm)
The ASME Global Impact Index

- Comprised of key indicators including:
  - Web visits, ASME Membership, Conference Registrants, Training Course Participants, S&C Committee Volunteers, and Certified Manufacturers.

Growth indicators measure percent of growth over same period in previous FY. Shows positive or negative growth.

Collected quarterly, totaled by country and adjusted by weights.

Volume indicators measure current value. Tracks numbers, not dollars.

Outside North America. Data is also available for all ASME, by region, by country or by focus area.

Global Impact

15%

1,124,011

Energy

Public Policy Index for Energy

- Weighted index of ASME Public Policy activities (weighting factor indicated):
  - ASME Position Statements (50)
  - ASME Coalition Position Statements (75)
  - Congressional Briefings (100)
  - ASME Federal Fellows (100)
  - Congressional Testimony (75)
  - Energy Events (100)
  - Interactions with Members of Congress and Agencies on Energy (25)
  - Action Alerts - Energy Policy (50)
  - Energy Policy Articles (10)
  - Impact - Legislation Aligned with ASME Energy Policy (50)
- Calculated as sum of (number of occurrences) x (weighting factor) for each activity above
- FY12 Target: 5,282
- FY13 Target: 5,546
WORKFORCE SET

Q1 FY14 Team Report

Workforce related Balanced Scorecard measures
• In Q1 there were 61 new certifications issued. The FY14 goal is 330.
• Training participants for the quarter were 1280 against a budget of 1999.

Q1 Highlights
ASME Decision Point Dialogues
Developing a sustainable strategy for future Dialogues and the Dialogues initiative post the pilot event on April 2013. This includes:
• Determining success measures
• Developing content/scenario possibilities for the second Dialogue
• Developing list of relevant Dialogue participants, as well as attendees
• Determining possible venues for event
• Planning strategy for outreach to potential partners

SD&T-Technology & Personnel Certification
• In Q1 there were 61 new certifications issued. The FY14 goal is 330.

Training and Development:
• Training participants for the quarter were 1280 against a budget of 1999.
• Shortfalls in in-company due to postponed courses which will take place now in Q2 and Q3.
• Licensed courses started off lower in all countries and with additional ATPs being engaged are expected to pick up in later quarters.
• New eLearning courses have recently been added which have yet to gain impact, but the business line is being closely monitored as the year started poorer than expected.
• New Authorized Training Provider in South Africa engaged in the quarter and in discussions with another two in Australia and Brazil.

Upcoming Activities
ASME Decision Point Dialogues
• Begin implementation of the strategy in Q2 that will culminate in Decision Point Dialogues event in Q4.
• The conference planning organization is increasing efforts to plan for strategic workforce programs to be held at major events

K-12 Programs
• A pilot leveraging INSPIRE (an 8-10 hour online experience that combines instructional design, rich media, and simulations to educate middle school teens and empower them to explore STEM opportunities) will be conducted during the 2013/14 academic year at 25 middle schools in Montgomery and Prince George’s Counties in Maryland. Schools will be selected based on their enthusiasm to promote the program as well as how they support a larger strategy to engage a highly diverse pool of institutions (ex. economic, regional, in-school resources).
ENERGY SET

Q1 FY14 Team Report

Energy-Related Balanced Scorecard measures

- S3 – 9 new/ 45 updated energy products issued; 54 total (Q1 target 38)

Q1 Highlights

Enterprise energy events:
- ASME 2013 Pressure Vessels & Piping Conference (PVP) - July 14-18, 2013 (Paris, France)
- ASME International Pipeline Geotechnical Conference (IPG 2013) – July 24-26, 2013 (Bogota, Colombia)
- ASME 2013 Power Conference (ASME Power) - July 29 - August 1, 2013 (Boston, MA)
- 2013 International Conference on Nuclear Engineering (ICONE) - July 29 – August 2, 2013 (Chengdu, China)
- International Conference on Environmental Remediation and Radioactive Waste Management (ICEM) – September 8-12, 2013 (Brussels, Belgium)
- Rio Pipeline 2013 Conference and Exposition – September 24-26, 2013 (Rio de Janeiro, Brazil)
- Turbine Blade Tip Technical Symposium (TBTS) – September 30-October 3, 2013 (Hamburg, Germany)

Other energy activities:
- ASME Energy Forum webinars
  - Wind Turbines Reach for the Sky – July 25, 2013
- Thermal Energy Storage Open Research Forum - September 24, 2013 (Washington, DC)
- ME Magazine features (wind turbines, solar, energy trade, wind/ sail feature, electric vehicles, IGTI Global Gas Turbine News, molten salt nuclear reactors, carbon emissions, fuel cells, dynamic systems and control feature on wind energy)
- ASME.org Energy features (microbial fuel cell, fuel cells, nuclear plant robots, hydrogen fuel cells, hybrid renewable energy system, geothermal energy, pipelines, biofuels, wind turbines, ASME Energy Forum)
- S&C Update e-Newsletter - Energy Spotlight (Elevated Temperature Design)

Upcoming Activities

Enterprise energy events:
- ASME International Seminar on Organic Rankine Cycle (ORC) Power Systems will be held October 7-8, 2013 (Rotterdam, The Netherlands)
- Carbon Management Technology Conference (CMTC) – October 21-23, 2013 (Alexandria, VA)
- OTC Brazil - October 29-31, 2013 (Rio de Janeiro, Brazil)
- ASME International Mechanical Engineering Congress & Exposition (IMECE) – November 15-21, 2013 (San Diego, CA)
- Internal Combustion Engine (ICEF) – October 13-16, 2013 (Dearborn, MI)
- Gas Turbine India Conference - December 5-6, 2013 (Bangalore, Karnataka, India)

Other energy activities:
- ASME Energy Forum – upcoming webinar on Hydraulic Fracturing (December 5, 2013)
- Congressional Briefing on Smart Grid is planned in collaboration with Virginia Tech and IEEE
- ME Magazine features
- ASME.org Energy features
- Developing new ASME Energy Forum Live event – March 17-19, 2014 (San Diego, CA); will focus on Hydraulic Fracturing
- Planning for Small Modular Reactor (SMR) Symposium – April 15-17, 2014 (Washington, DC)
GLOBAL SET

Q1 FY14 Team Report

BSC Global-Related Measures

- The Global Impact Index is 1,331,911. This reflects the 10% increase from Q1FY 12, and compares to a 5.5% increase in North America in the same period.
- China India and Latin America are on target to meet the BSC objective of 10% growth

Q1 Highlights

Of Note:

- One new Spanish Code translation was released in — B31J
- A new Training provider was signed in South Africa and the first courses were held

Q1 Conferences:

- A Pipeline Geotechnical Conference was held in Colombia in July
- PVP was held in Paris France, July 14-18, 2013,
- ICONE was held July 29-August 2013 in Chengdu, China
- IEEE/ASME International Conference on Advanced Intelligent Mechatronics was held in Wollongong, Australia, July 9-12

Other Activities:

- ASME President and delegation participated in the WFEO meetings in Singapore. Side meetings included a visit with local Members and Students and a visit with Engineers Australia officials and other national delegations
- BOG retreat and Meeting was held in Rio de Janeiro. The theme was on the Latin American Market Strategy and included local speakers. Side meetings with local partners were also held while in-country.
- ASME participated in the UPADI meetings in Colombia where a workshop on Engineering Education was held in support of the OAS COMCYT and Engineering for the Americas initiatives. While there, an additional meeting with the local Engineering Deans was held.
- Past President Goldsmith gave a keynote address at a Nuclear Conference in Slovenia in September.

Ongoing Activities

- Discussions continue to refine the UNESCO Fellow position and collaboration on Engineering Education projects in Africa.
- Planning to support the 10th Sino-American Technology Exchange Conference in 2014 continues and is focused on Advanced Manufacturing.
Q1 FY14 Team Report

**Communications**

- **Media Placements:**
  - *The News Observer, Kentucky* – “Observations from the field; changes in mechanical engineering (7/25)
  - Milwaukeejobs.com/Localjobnetwork radio – “I want to be a.....mechanical engineer” (7/30)
  - Collegenrecruiter.com – “I want to be a.....mechanical engineer” (8/7)
  - Engineers Journal – “Engineers need ‘transformational skills’ to survive today (8/29)
  - NY1 – “New Tech initiative builds air quality sensors for phones” (9/5)
  - America’swebradio.com – Madiha Kotb interviewed by Curt Sumner, Exec Director of the Land Surveyors Association, topics include Engineering Licensure (9/9)
  - Yahoo! “Human-powered vehicles can drive meaningful change” Op-Ed by ASME member Mark Archibald (7/22)
  - LiveScience.com “Human-powered vehicles can drive meaningful change” Op-Ed by ASME member Mark Archibald (7/22)
  - The Scotsman- “Clydeside crane ranks alongside Eiffel Tower“ (8/21)
  - Industrytoday.com – “ASME’s new president looks to engineer change” (8/30)
  - Concordia.co.com – “Engineering grad goes global” (9/6)
  - AutomationWorld – “Madiha El-Mehelmy Kotb begins term as ASME President” (9/7)
  - Batavia Daily Herald – “Batavia’s windmills named engineering landmark” (9/14)
  - The Voice, UK- “Engineering needs girl power” (9/14)
  - WDDE FM – “ILC Dover spacesuit honored by national engineering group” (9/23)

- **ASME News articles:**
  - ASME Sponsors Capitol Hill Briefing on Engineering Education in K-12 Schools, (7/17)
  - ASME Foundation Awards 36 Scholarships for 2013-2014, (9/27)
  - Next ASME Energy Forum Webinar to Explore the Topic of Wind Power (7/17)
  - Engineers Innovate in Concentrating Solar Power, (7/17)
  - From the President: ASME’s Sustainable Energy Update, (8/30)
  - Two Tourist Attractions Named ASME Landmarks in U.S. and U.K. Ceremonies, (8/30)

- **Speeches:**
  - University of Strathclyde, Glasgow, “The Engineering Lens on Education & Global Standards” (Kotb, 8/21)
  - Singapore President’s Night (included all three strategies), (Kotb, 9/11)
  - ICONE 21 opening, Chengdu, China (Kotb, 7/30)
  - Power Conference presentation on “Powering the Future,” Boston (Goldsmith 7/30)
  - International Conference on Nuclear Energy in New Europe presentation on “Building a New Safety Construct for Energy,” Slovenia (Goldsmith 9/9/13)
  - WES 2013, “Priorities in Sustainable Energy Technologies,” Singapore (Kotb 9/12)
  - NAE Workshop on Energy Ethics and Policy presentation, DC, (Sims, 9/13)
  - Rio Pipeline opening and closing remarks, Brazil (Kotb, 9/24-25)
Date Submitted: October 30, 2013
BOG Meeting Date: November 16, 2013

To: Board of Governors
From: Roy Arbeit
Agenda Title: Membership Engagement Model Update

Agenda Item Executive Summary: (Do not exceed the space provided)
We will provide an update on our ongoing work effort to develop and test a new membership engagement model with no action required.

Proposed motion for BOG Action: (if appropriate)
None

Attachments:
Presentation
ASME Membership Engagement Model

Update Report

Roy Arbeit
November 2013

Presentation Overview

1. Background
2. Call to Action / The Need for Change
3. Member Engagement Model Construct
4. Pilot Test
5. Marketing Strategy / Tactics / Tools
6. Observations, Goals & Preliminary Results
7. Next Steps
Our current membership model is unsustainable…

• Little member growth in absolute terms (currently 130,000+ total members).
• Average age of members continues to climb (currently around 56 years old).
• Largest demographic cohort is starting to retire and will shortly leave the society in large numbers.
• Younger engineers are not joining in large enough numbers to offset this continuing trend.

…and our share of estimated global TAM is very small*

* source: 2010 Barnes Report

“The Future Shaping Mechanical Engineering”

Leading Futurists 2012 Environmental Scan

Grow and change, or survive and decline

Tomorrow’s engineers will not support the association as it is modeled today.
Forces Driving a New Model

ASME New Model Construct

- Aging Member Population
- Broadband Availability
- Technology Innovations
- Globalization
- Growing Use Of Social Media
- Internet Content Explosion
- Personalization
- Generational Membership “Value” Perceptions
- Engineers Price Sensitivities
- Increased Workplace Demands

Benefits of Growth in Connected Engineers

- Attract a younger generation of engineers
- Greater global representation
- Larger pool of potential contributors to ASME
- Grow revenue
ASME’s Member Model Must Adapt to Changing Needs

Yesterday’s Association
• Demonstrate pride & interest in profession
• Face-to-face meetings
• One-size-fits-all

Today’s ASME
✓ Information & Content On-Demand
✓ Networking Anytime, with Anyone, from Anywhere
✓ Choice / Options

ASME Model Construct

New Model for Member Engagement
New Model Pilot Test

Why conduct an in-market pilot test?
- Test and validate research findings and assess growth opportunity under real world conditions ...while limiting revenue cannibalization and risk
- Learn from the market and adjust prior to broader rollout

Pilot will also test scalable activities
- Local partners with global footprint
- Creative materials – locally relevant, but templated for efficiency
- Customer service and operations

Market Selection -- India and Peru
- Attractive growth potential with lower risk from revenue cannibalization
- India – huge untapped market of engineers; Peru – entry opportunity to the Latin American market
- Infrastructure / resources already in place in both markets

Key Activities in India and Peru
Pilot Test – Key Activities

**Marketing**
- Customized marketing materials designed for each country
  - Spanish Language, local imagery, relevant messaging
  - Primary focus on meetings with multipliers
    - Bulk Memberships
  - Secondary focus on direct-to-the-engineer promotions
    - Emails, Geo-targeted Social Media, Local Advertising, Events

**Operations**
- Country-specific online application process on ASME.org
- 3rd party resources for collection, foreign exchange and remittance of “cash” payments

**Customer Service**
- EnginZone providing local customer care in Peru;
- ASME India is doing the same in India
**Pilot Test - Ramp-up Activity**

- Launch
- August
- September
- October

- Late June
- July

- Create Country Landing Pages
- Develop “Local” Marketing Materials
- Initiate Multiplier Outreach
- Deploy Full Web Presence
- Begin Multiplier Sales Meetings
- Launch Direct-to-End User Media
- Continue Multiplier Sales Efforts
- Full Speed Ahead!
- Begin Multiplier Sales Efforts
- Deploy Full Web Presence
- Begin Multiplier Sales Meetings
- Launch Direct-to-End User Media
- Full Speed Ahead!

**Country Specific Website Landing Pages**

- go.asme.org/india
- go.asme.org/peru
Multiplier Presentations

Welcome to ASME
Membership in India

http://go.asme.org/india

LOCAL Marketing Collateral
LOCAL Marketing Collateral

Student Poster

Advertisements

“Geo-targeted” Facebook Posts
Objectives and Performance Evaluation

<table>
<thead>
<tr>
<th>Objective</th>
<th>Performance Evaluation</th>
</tr>
</thead>
</table>
| Test acceptance of new model in real market conditions | • Accelerated growth in number of individuals “connecting” with ASME  
• Market perception of new member engagement model |
| Understand revenue cannibalization impact | • Number of current members who “trade down” to lower priced packages |
| Understand required marketing investment | • Marketing investment |
| Gain learning on delivering operationally | • Internal and external cues on operations |

The “multiplier effect” of the model on revenue

Feed data into pro-forma financial and ROI framework under development
Performance Goals and Preliminary Results

<table>
<thead>
<tr>
<th>India</th>
<th>Pilot Goal</th>
<th>Actuals to Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>New Participants</td>
<td>1,062</td>
<td></td>
</tr>
<tr>
<td>New Affiliates</td>
<td>17</td>
<td></td>
</tr>
<tr>
<td>New Members</td>
<td>170</td>
<td></td>
</tr>
<tr>
<td>Subtotal Participants and Members</td>
<td>1,500</td>
<td>1,249</td>
</tr>
<tr>
<td>New Students</td>
<td>3,000</td>
<td>484</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Peru</th>
<th>Pilot Goal</th>
<th>Actuals to Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>New Participants</td>
<td>53</td>
<td></td>
</tr>
<tr>
<td>New Affiliates</td>
<td>82</td>
<td></td>
</tr>
<tr>
<td>New Members</td>
<td>112</td>
<td></td>
</tr>
<tr>
<td>Subtotal Participants and Members</td>
<td>525</td>
<td>247</td>
</tr>
<tr>
<td>New Students</td>
<td>150</td>
<td>46</td>
</tr>
</tbody>
</table>

Participants / Members
- Good progress to date on overall volumes versus pilot performance goals
- Mix differs between India and Peru (e.g., higher percentage of participants in India)
- Early results driven by direct-to-engineer marketing as “multiplier” sales strategy needs time to ramp up

Students
- Student volumes relatively low to date given initial focus on non-student audiences; goals remain attainable but will require time to ramp up marketing and outreach efforts

Next Steps
- Continue marketing activities while adjusting and refining tactics as needed
- Formal reviews:
  - At 9 months - professional and student sign ups / purchases
  - At 15 months – student conversions to professional level
- Update the Board in April
Questions?

Appendix
New Model Construct:
Benefit Offerings / Packages
### ASME Membership Offerings

<table>
<thead>
<tr>
<th>Membership Type</th>
<th>Annual Cost</th>
<th>Discounted Cost US/INR</th>
<th>Features and Benefits</th>
</tr>
</thead>
<tbody>
<tr>
<td>ASME.org Participant</td>
<td>Free</td>
<td></td>
<td>Online professional profile, personal dashboard, access to online groups, ability to comment on articles, unlimited access to technical divisions, local sections and affinity groups. <strong>ASME News</strong> email newsletter <strong>ASME Career Center &amp; Job Board</strong></td>
</tr>
<tr>
<td>ASME Affiliate Member</td>
<td>$36</td>
<td>$27 or INR 1,990</td>
<td><strong>Features and Benefits</strong> Includes all Participant features plus: ASME WorkSmart - on demand answers to engineering questions using over 100 technical titles Mechanical Engineering magazine monthly digital subscription, plus access to archives 5 free ASME Digital Collection downloads from ASME Transaction Journals &amp; Conference Proceedings ASME SmartBrief daily e-newsletter with the latest industry news from around the globe Digital Member Card &amp; Certificate ASME Mentoring Program</td>
</tr>
<tr>
<td>ASME Member</td>
<td>$147</td>
<td>$73 or INR 5,400</td>
<td><strong>Features and Benefits</strong> All Affiliate Member benefits plus: ASME WorkSmart - on demand answers to engineering questions using over 100 technical titles Mechanical Engineering magazine monthly digital subscription, plus access to archives 5 free ASME Digital Collection downloads from ASME Transaction Journals &amp; Conference Proceedings ASME SmartBrief daily e-newsletter with the latest industry news from around the globe Digital Member Card &amp; Certificate ASME Mentoring Program</td>
</tr>
</tbody>
</table>

### ASME Student Membership Package

<table>
<thead>
<tr>
<th>Regular Annual Cost</th>
<th>Discounted Price</th>
<th>Features and Benefits:</th>
</tr>
</thead>
<tbody>
<tr>
<td>$25</td>
<td>US$12 or INR 890</td>
<td><strong>ASME WorkSmart</strong> online e-Library with over 100 essential technology titles <strong>Mechanical Engineering</strong> magazine monthly digital subscription Access to Scholarships Participate in Student Competitions Create an online professional profile and personal dashboard Join the conversation in online groups Opportunities for leadership positions at a local, country and global level <strong>ASME SmartBrief</strong> daily e-newsletter with the latest industry news from around the globe Download a Member Card &amp; Member Certificate ASME Mentoring Program Online Career Center with Jobs and Internships</td>
</tr>
</tbody>
</table>
ASME Board of Governors
Agenda Item
Cover Memo

Date Submitted: October 29, 2013
BOG Meeting Date: November 2013

To: Board of Governors
From: IGTI and K&C Senior VPs
Presented by: Karen Ohland and Bobby Grimes
Agenda Title: Status update of K&C & Institutes Reorganization

Agenda Item Executive Summary:

Senior VP’s will update Board on activity during the last two months of the reorganization task force.

Proposed motion for BOG Action:

None anticipated

Attachments:

Presentation
Opportunities for Networking and Engagement

- Oversight Group
  - Charla Wise, ASME Board of Governors
  - Bernie Hrubala, ASME Board of Governors
  - Karen Ohland, K&C Senior VP
  - Bobby Grimes, Institutes Senior VP
  - Mike Ireland, Managing Director, Staff

- Current Task Force Members (had input from many others)
  - Dick Williamson (current VP – IPTI)
  - Ken Bayne (VP Nominee – IPTI)
  - Ken Hall (current VP – IGTI)
  - Luc Geraets (current VP Technical Communities)
  - Dick Marbox (current VP Programs & Activities)
  - Eduardo Barrientos (current VP – Affinity Communities)
  - Richard Bunce (current VP – Global Communities)
  - John Mulholl (VP Nominee – Global Communities)
  - Jared Oehring (current VP Financial Operations)
  - Marianne Chan (Chair K&C Representation and Governance Committee)
  - Brian Gin (Chair K&C Information and Communications)
  - Karen Thole (IGTI Chair)
  - Fred Stong
  - Elio Manes – Staff
  - Marian Heller – Staff
  - Randy Reagan – Staff
  - Charity Golden – Staff
  - Tim Graves – Staff

- Other Help
  - PAO volunteers and staff
  - SECD volunteers and staff
  - Marketing and membership staff

- Sounding Board (50+ people)
Key Accomplishments Since Rio

– We have selected four key initial **Segments**, based on existing products and emerging markets,
– We have begun defining **roles and responsibilities** for volunteer and staff leader positions in the new Sector, which will form the basis of operational documents
– We have begun outlining the **financial** process for operational budgets and investment accounts
– **Communication**
  • Held 2 webinars with sounding board members.
  • Workshops with change facilitator being held today.
  • World Café at 5:00 pm in Randle D today
  • Developed the new “One ASME” campaign.
– Task groups have continued to meet weekly.

Key Accomplishments Since Rio

– Begun outreach to other Sector volunteers and Staff
  • PAO
  • SECD
  • Foundation
  • Membership
  • Marketing
  • Honors and Awards
  • Finance
  • HR
  • Legal
  • PLT
  • COFI
– Validated task force work with PAO, SECD, and membership guests at meeting in Atlanta
– Continued to review task force work in meeting yesterday.
Next Steps

• Work continues on details.
• Outreach to all Sectors to coordinate activity and develop pathways and rules of engagement for groups.
  – Additional small and large meetings in FY14 needed for reorg efforts
• Key concepts and detail package approved to Board of Governors in April, 2014.
• Transitional rollout beginning in FY2015.
ASME Board of Governors
Agenda Item
Cover Memo

Date Submitted: October 31, 2013
BOG Meeting Date: November 16, 2013

To: Board of Governors
Presented by: Noha El-Ghobashy, Micki Marshall, Bob Hauck, and Amos Winter
Agenda Title: EGD Update

Agenda Item Executive Summary:

This will be an update on the Engineering for Global Development Committee (EGD) strategy and a generative discussion on perspective of what EGD means for industry and academia.

Proposed motion for BOG Action:

None

Attachments:
PowerPoint Presentation
Engineering for Global Development (EGD)

Board of Governors Meeting
November 16, 2013
San Diego, CA

Micki Marshall & Noha El-Ghobashy
in 2007
the two richest people
in the world
had more money
than the combined
GDP of the
45 poorest countries

Roughly \( \frac{1}{4} \) of the
world's population,
about 1.5 billion
people
lack access to
electricity
1/6 of the global population lacks access to clean, safe drinking water.

Where Does Engineering fit?

The engineering of **affordable, appropriate** and **sustainable** products and technologies—combined with building the **capacity** of local communities—has more potential to improve the human condition worldwide than traditional aid models.
Where Does ASME Fit?

- Practitioners
- NGOs
- Designers/Engineers
- Education Professionals
- Governments
- ASME members
- Community/end-users
- Practical knowledge
- Education & capacity building
- Advocacy & recognition
- Expedite social innovation cycle

Objectives

EGD’s objectives focus on developing its capabilities in these 4 areas:

- Developing content that demonstrates the impact of EGD, increases engineering rigor and facilitates industry interest
- Developing global educational programs focused on technology research, development and transfer
- Recognizing and advocating for the role of engineering in social innovation in policy making, industry and education
- Creating funding mechanisms and brokering relationships between various stakeholders in the development and transfer of social innovations

Knowledge Development
Education and Capacity Building
Public Policy, Information, Advocacy and Recognition
Social Innovation Tech Development and Transfer
A new publication that provides an engineering lens to global development

- Case Studies
- Feature articles
- E4C articles
- Infographics
ASME’s Global Development Review

**Impact**

- Evidence-based engineering knowledge will create more sustainable, effective methods and solutions
- Upcoming corps of engineers better prepared to solve global challenges
- Creating knowledge bridges between engineers and development practitioners

---

**Print Version**

**MINUTES APPENDIX IV**

**Page 7 of 32**

---

**Print Version Continued**
Programs - Knowledge/Content Development

E4C Solutions Library

Impact

• More “fit-for-service” and higher quality products reaching consumers
• Producers designing to higher standards
• Greater efficiency in product development cycle
• Laying the foundation for standards development
EDUCATION & CAPACITY BUILDING

E4C Webinars Program

18-20, 1 hour-seminars that broaden expertise, build knowledge of new opportunities and showcases how technology-based solutions are being used to address real-world challenges in underserved communities.
E4C Webinars Program

18-20, 1 hour-seminars that broaden expertise, build knowledge of new opportunities and showcases how technology-based solutions are being used to address real-world challenges in underserved communities.

ASME Conference Programming

ASME 2013 International Design Engineering Technical Conferences and Computers and Information in Engineering Conference

AUGUST 4–7, 2013 • PORTLAND, OREGON
PUBLIC INFORMATION, ADVOCACY & RECOGNITION

E4C News+ Program

News; How-to's; Top 10; 5 Questions with; Newsletter; Blogosphere roundup; social media

Ten top fundraising platforms

Convenient, online tools exist to help non-profits and social entrepreneurs raise more
reputable sources that could work for organizations that focus on humanitarian tech
engineering for global development. Some of these are primarily fundraising platforms
one-stop, turnkey platforms that help with web sites, newsletters, organizing,
and also fundraising. These are the top online fundraising platforms.

Also by these other money-raising resources are E4C:
Humanitarian tech development grants roundup
Sustainable design contests and awards roundup

Jumindab.com

With offices in 15 cities including London, Milan, Sydney, New York and Beijing, and
operations in dozens of countries, Jumindab is a truly international funding
platform. Non-profits, companies and individuals can sign up to tap into a global
network of donors. And anyone who wants
to make a donation can search the site for projects that interest them.

Why it appeals to E4C:
This goes on international development.
E4C News+ Program

News; How-to’s; Top 10; 5 Questions with; Newsletter; Blogosphere roundup; social media

---

**Ten top fundraising platform**

Ownership: Rob Goodier

Created: January 11, 2013

Filed under: General

---

Establish the Dialogues series as a platform for ASME to tackle the tough issues and establish thought-leadership in the public sphere.

**ASME Decision Point Dialogues Series in partnership with Workforce Dev Team and ME Mag**

---

Minutes Appendix IV Page 14 of 32
Programs - Public Information & Policy, Advocacy and Recognition

ASME Decision Point Dialogues

Impact

- Increase ASME’s relevance in the public sphere—beyond engineering
- Create an event and a movement (our TED) that propels ASME to a status as a compelling, visible and enviable thought leadership entity

ASME Decision Point Dialogues Series

Establish the Dialogues series as a platform for ASME to tackle the tough issues and establish thought-leadership in the public sphere
The “Engineering Social Impact” program provides the finance and advice needed for social innovators to navigate their venture’s engineering journey.
Engineering for Global Development
An Industry Perspective

ASME Board of Governors
November 16, 2013
San Diego, CA

Bob Hauck, GE Healthcare

What are the odds...?

... that the guys who design and build these would ever make one of these?
Here’s what is really different

In India here’s the family car:

Dad, Mom and the 4 kids
... where’s the dog?

In the USA here’s the family car:

Dad, Mom and the 2 kids
... where’s the dog?

Here are tomorrow’s Mechanical Engineers….

Which one understands the requirements for the Nano better?

Global Business

Emerging regions are not just a collection of new consumer markets or a source of cheap—and increasingly skilled—labor. They are also giving rise to thousands of new companies that are quickly reaching significant scale, and changing competitive business dynamics around the world. McKinsey Global Institute Report 2013

Imagine half the Fortune 500 outside of the USA & Western Europe

This is the new normal
GE as an example

Total Sales

- **U.S.**
  - $70.4 B

- **Canada & The Americas**
  - $13.2 B

- **Europe**
  - $27.4 B

- **Asia Pacific**
  - $24.5 B

- **Middle East, Africa & Others**
  - $11.9 B

2012 revenues total $147.4 billion with about 304,000 employees.

1 Includes U.S. exports to external customers
2 Includes $~5B from "Other Global" areas

GE Healthcare countries with Manufacturing facilities

AROUND THE GLOBE

Top 20 by Population

<table>
<thead>
<tr>
<th>Country</th>
<th>Pop</th>
</tr>
</thead>
<tbody>
<tr>
<td>China</td>
<td>1.35B</td>
</tr>
<tr>
<td>India</td>
<td>1.26B</td>
</tr>
<tr>
<td>USA</td>
<td>321MM</td>
</tr>
<tr>
<td>Indonesia</td>
<td>241MM</td>
</tr>
<tr>
<td>Brazil</td>
<td>210MM</td>
</tr>
<tr>
<td>Pakistan</td>
<td>183MM</td>
</tr>
<tr>
<td>Nigeria</td>
<td>175MM</td>
</tr>
<tr>
<td>Bangladesh</td>
<td>157MM</td>
</tr>
<tr>
<td>Russia</td>
<td>142MM</td>
</tr>
<tr>
<td>Japan</td>
<td>127MM</td>
</tr>
<tr>
<td>Mexico</td>
<td>123MM</td>
</tr>
<tr>
<td>Philippines</td>
<td>99MM</td>
</tr>
<tr>
<td>Ethiopia</td>
<td>95MM</td>
</tr>
<tr>
<td>Germany</td>
<td>83MM</td>
</tr>
<tr>
<td>Egypt</td>
<td>83MM</td>
</tr>
<tr>
<td>Iran</td>
<td>78MM</td>
</tr>
<tr>
<td>Turkey</td>
<td>75MM</td>
</tr>
<tr>
<td>Congo</td>
<td>68MM</td>
</tr>
<tr>
<td>Thailand</td>
<td>67MM</td>
</tr>
</tbody>
</table>

Stability Issues

Where will your growth come from?
Where do you think this might be?

- Biggest lab in GEHC: 50,000 Sq.ft
- 35 full-system bays: MR, CT, Vascular, LSS, XR, Surgery
- Unique customer show site for region
- Incorporates future growth plans

World Class Infrastructure

Beijing
Waukesha

Thanks very much
How Academia and Social Enterprise can Impact Developing/Emerging Markets

What type of engineers should we train?

I am the king of my cubicle, the absolute ruler of this tiny realm.
What type of engineers should we train?

We need to train Global Engineers

Technical rigor + local insight = high impact, disruptive solutions
Aim: marry mechanical design theory and user-centered product design to create simple, elegant technological solutions that have scientific and social impact.
Harsh Environments

Harsh Environments Compliant
Composite Harsh Environments Compliant Composite

Wood

Nylon Bands

Vulcanized Rubber

Foam Rubber

Harsh Environments Compliant Composite
Engineering

Considerations

Innovation
Date Submitted: October 28th, 2013
BOG Meeting Date: November 16, 2013

To: Board of Governors
From: Sector Management Committee

Agenda Item Executive Summary:

The report updates the BOG on SMC activity and is for information only. There is no action required.

Proposed motion for BOG Action: (if appropriate)

No Action

Attachments:
One
SMC Operations

Discussions have begun for the FY15 budget cycle. There is a joint COFI/SMC meeting planned at Congress.

SVP Karen Ohland attended the VOLT executive meeting to review upcoming plans for the K&C reorganization and possible impact on training and development.

I. Sector Highlights

Standards & Certification – Ken Balkey, Bill Berger

Quarterly Highlights

- The 2013 Editions of ASME A17.1-2013, Safety Code for Elevators and Escalators, and ASME QEI-1-2013, Standard for the Qualification of Elevator Inspectors will be published in October. Revisions to both of these standards support implementation of a policy action approved by the Council on Standards & Certification to no longer administer programs for the accreditation of personnel certification bodies. ASME’s current program for the accreditation of organizations that certify elevator inspectors will be terminated on Jan. 1, 2014. The revisions to the above standards permit the personnel certification bodies to be accredited by other organizations.

- A new International Working Group (IWG) from Germany was established under the Boiler and Pressure Vessel Standards Committee III on Construction of Nuclear Facility Components. This marks the ninth IWG established as part of various areas of ASME’s standards development activities, the first one from a European country. IWG's facilitate international stakeholders’ active engagement in reviewing and proposing revisions to ASME standards, ensuring the standards remain technically and globally relevant.

- The Executive Standards Council (ExSC) of the American National Standards Institute (ANSI) denied an appeal from a structural engineering firm with regard to technical revisions approved by ASME’s A120 Committee on Powered Platforms for Building Maintenance for the next edition of the A120.1 Standard. Appeals at the ANSI level are rare, but the ability for stakeholders to appeal committee actions is a vital element of due process within ASME’s standards development activities.

- 2014 will mark the 100th anniversary of the first edition of the ASME Boiler and Pressure Vessel Code, while 2013 marks the 50th anniversary of the first edition of BPV Section III, Construction of Nuclear Facility Components. Groups have been established to plan appropriate activities to recognize these significant milestones. The recognition will culminate at the May, 2014 Boiler Code Week in Bellevue, Washington, held jointly with
the annual meeting of the National Board of Boiler and Pressure Vessel Inspectors, a key partner for ASME in its Boiler and Pressure Vessel standards development and certification activities.

Upcoming Activities/What’s on the Horizon?

Nothing noteworthy at this time.

Knowledge & Community – Karen Ohland, Michael Ireland

Quarterly Highlights

• K&C and Institutes are hard at work on refining the reorganization plan, implementing Board feedback through the efforts of the reorg task groups. Key members of the team will be meeting in Atlanta in late October to collaborate and solidify next steps.

Technical:

• The Technical Communities Operating Board (TCOB) has selected Nariman Sepehri (University of Manitoba, Canada) as the ASME representative for the Fluid Power Net International (FPNI; Austria) for the term of 6/13–6/15.

• TCOB has approved the nomination of Rick Cowan as Technical Group Leader of the Basic Engineering Group (7/14–6/17); K&C Board approval is expected.

• The formation of the Technical Chapter—Citrus Industries with joint affiliations with the Florida Section (administrative responsibility) and the Process Industries Division (technical content responsibility) was approved by TCOB and the K&C Board.

• Multiple conferences (Power in Boston, MA; ICONE in Chengdu, China; IDETC/CIE in Portland, OR; ICEM in Brussels, Belgium; WTC2013 in Torino, Italy; FMD in Hyattsville, MD; SMASIS in Snowbird, UT; FPMC2013 in Sarasota, FL; ICEF in Dearborn, MI) were held.

Affinity:

• The Affinity Communities Operating Board (ACOB) continues to be a key driver of the new ASME.org community platform. As of 10/14/13, Affinity Groups on ASME.org have more than 1,321 Participants and include the most popular Group, the Latin America Boiler Users Affinity Group, which has over 340 Participants.

• ACOB voted on sunsetting the ECLIPSE Interns Affinity Group with the goal of transitioning this group to reside under VOLT Academy, with the new name ECLIPSE Alumni. A K&C Board vote is still required to finalize this transition.
Global:

- Global Communities welcomed its first Official ASME geographical Group, the Brazil Group, in October. This is a new unit format that will be managed by the Global Communities Operating Board (GCOB) Program Delivery and Section Performance Committee.

- District D hosted a District-wide Section Leadership Conference featuring additional technical training opportunities with PDH credits awarded at extra cost to help offset the cost of the conference. Much of this activity was webcast to include a wider audience.

- GCOB is completing their merit funding evaluation of their geographical Section’s FY12-13 performance, which will determine how funds generously provided by the Society to encourage the support the Society’s mission and goals will be distributed. These funds will be ready for distribution prior to IMECE.

- The Speakers Bureau Committee, subject of a recent write-up in the ASME News, maintains a list of committee evaluated qualified technical content providers that can be accessed by local sections; they’ve seen an increased interest in this list.

Programs & Activities:

- The P&A Training Committee continues to work within K&C to restructure LTC-type tutorial offerings for a more regional format and multiple delivery methods, including distance education. Best practices of universities are being researched.

- The Outstanding Program Awards for Sections and Affinity Group programs have been submitted and are being judged after expansion in the award program’s second year.

Upcoming Activities/What’s on the Horizon?

K&C Congress Activities:

- Technical: The Congress of Divisions, which will include a meeting of TCOB, and the Division Boot Camp will be held in San Diego in connection with IMECE.

- Affinity: Multiple receptions hosted, sponsored, and co-organized by Affinity Groups will take place at IMECE:
  - Affinity Communities Welcomes You to ASME’s New Virtual World—November 18, 4–5pm
  - Social Meet-Up for Early Career Engineers Featuring Mini-Talks—November 17, 8–10pm
  - ASME Celebrates Women in Engineering!—November 19, 5–6pm

- Programs & Activities: Multiple events sponsored and co-organized by P&A will take place at IMECE:
Seminar on Managing Change facilitated by Elaine Seat; open to ASME unit leaders—November 16, 1–3pm
K&C training task force—November 16, 3–5pm
Town Hall—November 16, 5–6pm (part of the reorg communications plan)

- Global - The GCOB meeting at IMECE will extend participation by webcasting the meeting to all District Operating Boards and geographic Unit leadership. Anyone interested in seeing this technology firsthand is welcome to visit the GCOB meeting.

Non-Congress:

- District F, with support from the ASME Old Guard, will be hosting its annual Early Career Technical Conference in November. The conference committee accepts and reviews technical papers from students and engineers who are less than five years from their last degree for presentation and inclusion of their papers in the conference proceedings.

- District J will hold a District Leadership training event in Abu Dhabi in mid-December. Section leaders receive training that emphasizes the ASME Mission, Goals, and Grand Challenges, and learn how these, mostly new, leaders can impact the value ASME provides to their members. Section leaders will also attend boot-camp sessions on what is required to effectively run their Unit.

- Several technical conferences (RTDF in Altoona, PA; DSCC in Palo Alto, CA; MNHMT in Hong Kong; ISHMT in Karagpur, India) are forthcoming.

**Institutes – Bobby Grimes, Michael Ireland**

Quarterly Highlights – IGTI

- The Turbine Blade Tip Symposium and course week was held in Hamburg, Germany the last week of September; key statistics:
  - 78 participants
  - 2-day technical program with 26 papers presented
  - 3-day symposium.

Upcoming Activities/What’s on the Horizon?- IGTI

- The inaugural ASME Organic Rankine Cycle Conference will be held in Rotterdam, Netherlands in October.

- The 2nd ASME Gas Turbine India Conference will be held in December.

- A joint IGTI/IPTI Board meeting is scheduled for December 5-6 in Washington D.C.

Quarterly Highlights – IPTI
• The inaugural ASME International Pipeline Geotechnical Conference was held in Bogota, Colombia in July; key statistics:
  o 229 participants
  o 4 half day tutorials
  o 2 days of technical conference
  o 26 – papers presented
  o 10 – posters presented

• PSD participated in the Rio Pipeline Conference in September; key statistics:
  o 4 full-day tutorials preceding the conference
  o 1,400 registrants
  o 120 exhibitors
  o Several opportunities for remarks from the ASME President
  o 2013 Global Pipeline Award.

Upcoming Activities/What’s on the Horizon?- IPTI

• OTC Brasil 2013 will be held October 29-31 in Rio, expecting 30,000 participants.

• The ASME Petroleum Division Sporting Clays event will be held October 18 in Houston.

• Petroleum Division Annual Industry Awards Gala will be held on November 1 in Houston.

Public Affairs & Outreach – Bill Wepfer, Shekhar Chandrashekhar

EGD/E4C

Quarterly Highlights:

• The EGD committee has nominated and invited Carol Dahl, Executive Director of the Lemelson Foundation to be member of the EGD committee. Acceptance pending.

• In collaboration with ERTD, EGD staff and volunteers organized the inaugural "Groundbreaking Research in Engineering Design: Fueling Growth in Emerging Markets” forum at the International Design and Engineering Technical Conference (IDETC) in August. This forum highlighted the cutting-edge research initiatives on engineering design for the developing world, such as designing sustainable energy systems, solving global challenges through mechanics research/design, advancing global health technologies, disseminating fuel-efficient cook-stoves and implementing water sanitation technologies. Speakers included researchers from MIT, Michigan, Illinois and Arizona State and a keynote address from renowned professor, Dr. Ashok Gadgil of UC-Berkeley. Between 60-70 attendees participated. Video clips are available for public viewing on ASME.org. Given the forum's success, efforts to organize similar forums at IDETC 2014 and other ASME technical conferences are currently underway.
• A UEF grant of $143,000 was awarded to E4C for the fourth consecutive year. The focus of the proposal is on the expansion of the E4C Webinar Series and the E4C Solutions Library.

Upcoming Activities/What’s on the Horizon?

• The inaugural issue of DEMAND, ASME Global Development Review will be launched in November and distributed to all ASME members along with ME Magazine. This new publication will bring readers a unique mix of case studies, stories and original reports representing the diverse challenges and solutions emerging in the engineering for global development (EGD) field. A digital APP will be released in mid-November and distributed broadly to EGD practitioners and educators.

Board on Government Relations and the Industrial Advisory Board

Quarterly Highlights

• Incorporation by Reference (IBR) - Government Relations and Standards and Certification Staff worked with congressional staff on the introduction of technical correction legislation, H.R. 2576, to amend P.L. 112-90. The legislation was signed into law by President Obama.

• ASME Briefing: Federal Agency Manufacturing Update - ASME and APLU hosted a briefing on “Federal Agency Update on Manufacturing”- Six agency experts from NIST, DOD, NSF, and DOE were convened to discuss manufacturing related programs run by their agencies. Over 220 individuals participated from industry, academia, and professional societies.

• Position Statements - The following position statements were released and posted on the web at:
  o PS13-15 Letter of support from ASME President Madiha Kotb regarding ASME’s support for the next generation science standards (NGSS)
  o PS13-16 ASME NASA Task Force letter in support of continued funding of the International Space Station
  o PS13-17 ASME NASA Task Force Position Statement on the FY 2014 Budget for the National Aeronautics and Space Administration (NASA)
  o PS13-18 ASME NIH Task Force Position Statement on the FY 2014 Budget for the National Institutes of Health (NIH)

• ASME 2013-2014 Federal Fellows
  o Dr. Alexander Slocum, Massachusetts Institute of Technology, ASME Foundation Swanson Fellow, Office of Science and Technology Policy, Manufacturing
  o Dr. Gloria Wiens, University of Florida, ASME Foundation Swanson Fellow, National Institute of Standards and Technology Manufacturing
Upcoming Activities

- Joint ASME/IEEE Congressional Briefing - Briefing on Capitol Hill topic “Enabling a More Resilient Electric Grid” scheduled for November 20, 2013 at the U.S. Capitol Visitors Center and will feature ASME & IEEE member Dr. Massoud Amin, Professor of Electrical and Computer Engineering, University of Minnesota and Director of the Technological Leadership Institute (TLI).

- Industry Advisory Board – The IAB meeting was held October 2-3 at ASME Headquarters and topic was “Rethinking the Value Proposition of Not-for-Profits in the 21st Century.” Recommendations are being developed.

Board on Education

Quarterly Highlights

- Latin America Leadership Conferences: ASME leaders & staff conducted a workshop to advance action on the Plan of Action of Panamá 2012-2016 - Working Group 2. Human Resource Training and Education for Latin America at the August conference of Union of Pan-American Engineering Societies in Colombia. The ASME education Vision 2030 data and advocacy strategy also featured at the annual conference of ACBM Mechanical Engineering Program Coordinators in Brazil that same month.

- DiscoverE Guidance Toolkit: Online engineering guidance resource featuring ASME, ASCE & IEEE content for high school guidance counselors will debut in Q2. Very positive feedback from 100+ counselors at the National Association of Admissions Counselors Conference in September.

Upcoming Activities/What’s on the Horizon?

- SWE 2014 Annual Conference - ASME Board on Education will support a booth with pre-college resources at SWE National Annual Conference in Baltimore October 26, 2013. Expected audience of 500 girls and 200 parents/teachers.

- MOOC’s in the ME Curriculum - A special session for ME Department Heads at the 2013 IMECE, exploring the potential impact and leveraging of MOOC’s in ME programs.

- ME Education Research - ME is now the #1 choice of women studying engineering in the U.S. (2012 ASEE enrollment data). A Q2 ASME Education study of 500+ undergrad
ME women will help ME Departments be more informed on Why Women Choose Mechanical Engineering.


**Student & Early Career - Cynthia Stong, Shekhar Chandrashekhar**

**Quarterly Highlights: Programmatic / Operational activities**

**Student Programs**

- In Q1 FY14 the team of volunteers and staff was working on preparation for Student design and Old Guard competitions finals at IMECE 2013 and for 2014 round of SPDCs.

- The work is in full swing in getting ready for the announcement in Q2 and launch in Q4 of new IAM3D and Design Simulation challenges.

**Career Development**

- ECE Content team is working on new round of Mini-talks, interviews and panel discussions on the workforce development and career advancement topics.

  Interviews and panel discussion will cover the following:
  - Aerospace Round Table
  - Advance Manufacturing panel discussion
  - Interview about career in Bio-Engineering industry
  - Interview about career in Oil & Gas industry

  Mini-talks topics are:
  - Leadership
  - Negotiations
  - Career Advancement
  - Advance Manufacturing

- In Q1 FY14 redesigned ME Today, a premier e-newsletter for students and ECEs, had published a number of original articles and engineering profiles:
  - PHD student perspective on sustainable manufacturing,
  - Humanitarian project to install a water treatment system in Sierra Leone,
  - Outreach project to create engineering tools to help hearing impaired kids to visualize the sound
  - Engineer Spotlight feature on mechanical engineering meeting America’s Got Talent. Several of the articles in ME Today featured the students and their projects that were sponsored by ASME Diversity Action grants.
Leadership & Development

• In Q1 FY14 the team of volunteers and staff was working on the operational details of the redesigned Student Leader Training program. Successful registration for the online webinars is already in progress. The team is collecting and evaluating applications for attendance at the Student Leader Training conference which will take place during IMECE 2013.

Upcoming Activities/What’s on the Horizon

Programmatic / Operational activities

• Next round of Mini-talks at the ECE Social at IMECE in San Diego on November 17

• Announcement of IAM3D and Design Simulation challenges in Q2 FY14.

• Student Leader Training webinars being held in Oct 2013 and Student Leader Training Conference being held at IMECE in Nov 2013.

• New Faces in Engineering application evaluation will start in Nov 2013.

II. Committees

VOLT Academy – Justin Young, Dave Soukup

Quarterly Highlights

• The BOG Nominee Orientation Webinar was held September 16. ASME Past-President Terry Shoup facilitated the discussions. The President-Nominee, all three BOG Nominees, and two of the three first-year BOG Members were in attendance. The overall rating for the Orientation was 3.67.

• The 2014-2015 ECLIPSE Intern Application Form has been posted to ASME.org. Applications are due January 3rd, 2014. Email blasts are scheduled to be sent to individuals from the ASME member database, 3-10 years since the BS graduation, as follows: Mid-October, Mid-November, Early December and Mid-December. Added marketing will be conducted during IMECE. Notices in newsletters have been scheduled to market the program. The Sectors will be notified of the recommendations made by the ECLIPSE Committee on January 17. They will be asked to make selections of interns by January 24th.

Upcoming Activities/What’s on the Horizon?

• A Briefing for the Nominating Committee, which includes a discussion on ASME sectors and the ASME strategic plan, is scheduled for October 16.

• VOLT Retreat is scheduled for October 18-20 in San Antonio. This will bring together the VOLT Executive Committee to plan further VOLT activities. Rob Goldberg of
Organization Insight, who has been working with ASME volunteers and staff on organizational development since 2004, will be participating in the retreat.

- Officer-Elect Orientation is scheduled for November 15 in San Diego. Terry Shoup will facilitate this event.

- There will be a breakfast for the 2013-2014 ECLIPSE Interns on November 17 in San Diego. They are working on a plan with the Student and Early Career Development Sector to develop online video media content to attract, engage, and retain students and early career engineers.

- Justin Young will be conducting a Succession Planning Training Session on November 17 in San Diego for student leaders at the request of the Student and Early Career Development Sector.

- A workshop titled “Serving at the ASME Governance Level” will be offered twice at the 2013 Congress. Panelists will describe their experiences leading to their becoming ASME Officers.

- In 2014, a Vice Presidential Candidate Orientation will be added to Senior Leadership Training portfolio. This orientation will apprise candidates of timely ASME issues.

- VOLT is working with the Diversity and Inclusion Strategy Committee on the biennial Diversity Forum for ASME Officers.

**Event Committee(EC) – Monica Moman-Saunders**

**Quarterly Highlights**

- EC reviewed and approved the following events:
  - 2014 Gas Turbine India Conference - Approved 10/09/2013
  - 2014 Gas Lift Workshop - Approved 10/09/2013

- EC is currently reviewing the following proposals:
  - 2015 India Oil & Gas Pipeline Conference
  - 2017 ASME Turbo Expo
  - 2014 International Conference on Nuclear Engineering (ICONE-22)
  - 2015 ASME Pressure Vessels and Piping Conference (PVP)

- Event Planning and Execution Guide — The Event Planning and Execution Guide (EPEG) approved June 28, 2013 was submitted to SMC. The guide reinforces and
emphasizes details in P12.1 regarding planning and executing conferences. Further announcement and distributions are in process regarding the EPEG guidelines.

- **Event Financial and Approval Criteria** – The EC has initiated the development of Event Financial and Approval Criteria (EFAC) guidelines that clarify ASME policy objectives regarding market based fees and full accounting for staff costs in event budgets. Committee members recommend a cautious approach to raising fees on events where the price has historically been significantly below market price. The EC is concerned that we may lose participants if the price increase at an event is too extreme from one year to the next. One proposal is to cut the price differential (between projected market median price and most recent event price) in half for the first increase and then subsequently cut the price differential in half again over a period of two or three steps to raise the fee to the recommended market price. Financial criteria are still under review by the Event Committee in an effort to improve overall the financial performance of events.

**Upcoming Activities/What’s on the Horizon?**

- **Tentative Meeting** – A face-to-face meeting is tentatively scheduled for ASME headquarters in early December.
ASME Board of Governors  
Agenda Item  
Cover Memo

Date Submitted: October 29, 2013  
BOG Meeting Date: November 16, 2013

To: Board of Governors  
From: (Sector/Unit/Task Force/Other) COR  
Presented by: Larry Luna  
Agenda Title: Proposed Appointments

Agenda Item Executive Summary: *(Do not exceed the space provided)*
Proposed appointments reviewed by the COR on October 28, 2013.

Proposed motion for BOG Action: *(if appropriate)*
Approve the proposed appointments.

Attachments: 
Appointment Listing.
<table>
<thead>
<tr>
<th>Internal Unit</th>
<th>Nominee</th>
<th>Appointment Position/Title</th>
<th>Appointment Term/Category</th>
<th>Appointment Type</th>
<th>History</th>
</tr>
</thead>
<tbody>
<tr>
<td>COFI</td>
<td>Said Jahanmir</td>
<td>Member</td>
<td>July 1, 2014–June 30, 2017</td>
<td>Appointment</td>
<td>Past: Member COH; Member BOG; Chair Continuity and Change; Member Tribology Division Executive Committee</td>
</tr>
<tr>
<td>COFI</td>
<td>John Kitto</td>
<td>Member</td>
<td>July 1, 2014–June 30, 2017</td>
<td>Appointment</td>
<td>Past: Member ASME Auxiliary; Advisor Great Lakes; Member BOG</td>
</tr>
</tbody>
</table>
ASME Board of Governors
Agenda Item
Cover Memo

Date Submitted: October 29, 2013
BOG Meeting Date: November 16, 2013

To: Board of Governors
From: (Sector/Unit/Task Force/Other) Committee on Organization and Rules
Presented by: Larry Luna
Agenda Title: Revisions to Society Policy P-15.4

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

The Committee of Past Presidents/Ethics Committee requests changes to Society Policy P-15.4 Ethical Conduct Violation Procedures. The revisions to Section IV.A.10 clarify the steps taken in notifying the complainant within 30 days after specified steps have taken place. In addition a fourth item was added. The format was revised to make it more consistent with the paragraph below that discusses the following steps to occur within 60 days and to separate the paragraph to cause less confusion between the course of action within 30 days and within 60 days.

This policy was approved by the Committee on Organization and Rules at its October 28, 2013 meeting.

Proposed motion for BOG Action: (if appropriate)

Revise Society Policy P-15.4 as attached

Attachments: Word Document
SOCIETY POLICY

ETHICAL CONDUCT VIOLATION PROCEDURES

I. PREFACE

A. Article C2.1.1 of the Constitution states in part, “The purposes of this Society are to: ... Promote a high level of ethical practice. In all professional and business relations the members of the Society shall be governed by the Code of Ethics as stated in the Society Policies.”

B. By-Law B2.1 states in part: “To promote the art, science and practice of mechanical and multidisciplinary engineering and allied sciences to diverse communities throughout the world the Society shall:...

ETHICAL PRACTICE
Maintain a Code of Ethics of Engineers consistent with the standards of the profession.

Promote and encourage practice in the profession within this code.

Arrange for adjudication within the structure of the Society for violations of the code brought to its attention.”

C. ASME requires ethical conduct by its members and adherence to the provisions of the Constitution, By-Laws, Society Policies, and the Code of Ethics. There may be occasions when a complaint of unethical conduct is filed against a member of the Society, and the following procedure is designed to insure a prompt, thorough investigation and disposition of the matter. It is in the best interests of the member against whom a complaint has been filed, the Society, and the profession that such matters be handled in an impartial and confidential manner. Members and staff involved in the investigation, hearing and disposition of such cases shall not disclose particulars of any case except as required by their assigned duties.

D. Occasionally, complaints are brought to the attention of the Society rising out of a dispute between an employer or employee or between the parties to a contract. Ordinarily, such disputes are properly resolved through legal and commercial channels and not through an ethics complaint and inquiry.

E. The Ethics Committee and the Executive Director of the Society have the responsibility for implementing the procedure defined in this Society Policy.

F. At any phase of a complaint the Executive Director may, at his or her discretion, request the advice of Legal Counsel.

An individual’s ethical conduct shall be evaluated on the basis of the Code of Ethics and Conflicts of Interest Policies as in effect on the date when a given action or omission took place. The review of such conduct, however, shall be conducted in accordance
with the Ethical Conduct Violation Procedures in effect on the first date when a complaint is submitted. If the Ethical Conduct Violation Procedures are amended prior to the completion of the review process, such amendments shall not affect the review of pending matters except insofar as the Board of Governors, in amending the Ethical Conduct Violation Procedures, specifically approves retroactive effect for any portion or all of the amended Procedures.

II. PURPOSE

A. To state the Society’s policies related to alleged violation of the Code of Ethics and alleged violation of the Conflicts of Interest Policy.

B. To provide a fair and responsible procedure for handling complaints and charges of violation of the Code of Ethics or the Conflicts of Interest Policy.

III. POLICY

If a member against whom a complaint has been filed resigns prior to the final disposition of the case, or is administratively dropped from the Society’s membership rolls (for reasons such as not paying dues in a timely manner, not signing a conflict of interest statement, etc.), the Society will accept the resignation or may initiate the termination of membership with the stipulation that the person may not reapply for membership. At its discretion the Society may continue the investigation and disposition of the case in accordance with this Society Policy. Member records of persons removed for unethical conduct violations, or administratively dropped while subject to the ethics violation process will be kept by the Society.

IV. PROCEDURE

A. Complaint Phase

1. Any person contemplating a complaint under this Society Policy may (but is not required to) participate in the following consultative procedure prior to the submission of his or her complaint:

   a. The person shall notify the Society’s Managing Director, Governance, orally or in writing that he or she is considering the filing of an ethics complaint and wishes to participate in the Society’s pre-complaint consultative procedure. This notification shall include the name(s) of the person(s) contemplating the complaint and the person(s) who would be subject to the complaint.

   b. The Managing Director, Governance, shall promptly notify the members of the Ethics Committee, whereupon those members of the Committee who have no conflict of interest with respect to the possible complaints
shall promptly draw lots to determine which of their number will provide pre-complaint consultation.

c. Within thirty (30) days of the initial notification to the Managing Director, Governance, the Committee member selected by lot to provide pre-complaint consultation (the “consulting member”) shall notify the person contemplating a complaint and provide consultation to him or her with respect to:

i. The identification and clarification of the ethical issues, if any, presented by the proposed complaint.

ii. The completion of the Society’s complaint form in a manner that fulfills as nearly as possible the requirements of this Society Policy for complaints.

iii. The applicable procedures under this Society Policy, with the objective of assisting the person contemplating a complaint to understand the phases and nature of an ethics complaint under this Society Policy.

d. The consulting member shall at all times maintain neutrality and shall explain to the person contemplating a complaint that the role of the consulting member is limited to assisting the Society’s membership to ensure that there is fair access to a forum for the impartial consideration of good-faith ethics complaints.

e. Once a complaint is filed, the consultation period shall be concluded, and the consulting member shall thereupon recuse himself or herself from further review of or participation in the matter. Without limiting the generality of the foregoing, there may be no post-complaint consultation by the consulting member. Additionally, the consulting member may terminate the consultation period at any time at his or her discretion, without regard to whether a complaint is filed, if he or she concludes that further consultation would not serve a useful purpose.

2. To initiate action, a signed and dated written complaint shall be filed with the Executive Director of the Society. The written complaint must be prepared using the form of complaint supplied by the Society for this purpose and state with particularity (a) the name or names of those members of the Society who are the subject of the complaint (referred to hereinafter collective as the “member subject to the complaint”), (b) those specific provisions of the Society’s Code of Ethics or the Conflicts of Interest Policy which the member subject to the complaint is alleged to have violated, and (c) the alleged facts which are alleged to establish each such alleged violation (including without limitation those specific provisions of the Constitution, By-Laws or Policies of the Society, if any, by which the subject(s) of the complaint have allegedly failed to abide). The complaint may be filed by any interested person or group within
or outside the Society. The complaint shall conclude with the following statement by the complainant:

“All facts alleged in this complaint are, to the best of my knowledge, true, correct and complete, and I have neither knowingly misrepresented nor knowingly omitted any information which would be material to the evaluation of the merits of this complaint. I understand that if the foregoing statements are untrue and I am a member of the American Society of Mechanical Engineers, I may have violated the Society’s Code of Ethics. I understand that the entire contents of my complaint including my identity may be disclosed to the individual or individuals referenced in my complaint during the course of any Hearing Board review of my complaint, and I consent to such disclosures.”

3. No complaint shall be maintained or upheld pursuant to this Society Policy unless such complaint is submitted to the Society pursuant to this Society Policy within five (5) years after:
   a. the date of the incident (or last of a series of related incidents) constituting the alleged violation; or, if later,
   b. the earliest date on which the complainant had knowledge, or on which a member of the Society reasonably should have had knowledge, that any such incident (or series of related incidents) might constitute a violation reportable under this Society Policy.

4. The Executive Director, upon receipt of a complaint of alleged unethical conduct, shall within thirty (30) days:
   a. acknowledge receipt of the complaint to the complainant by Certified Mail,
   b. ascertain whether the person against whom the complaint has been made is currently a member of the Society,
   c. determine whether the complaint fulfills the requirements of IV.A.2, and
   d. if the requirements of either IV.A.4.b or IV.A.4.c or both of them are not met, notify the complainant by certified mail (return receipt requested) that the complaint has been rejected because it fails to fulfill either IV.A.4.b or IV.A.4.c or both of them, as the case may be.
The rejection of a complaint pursuant to this IV.A.4 may not be appealed. Such complaint may be revised and resubmitted, and the date of any such resubmission shall be the submission date for purposes of IV.A.3.

5. If the complaint is not rejected pursuant to IV.A.4, the Executive Director shall within sixty (60) days of receipt of the complaint:
   a. send the Chair of the Ethics Committee a copy of the complaint received, and
   b. decide, with concurrence of the Chair of the Ethics Committee, whether the complaint is barred from further consideration
      (i) by reason of IV.A.3,
      (ii) because it involves a dispute between an employer or employee or between the parties to a contract which dispute is properly resolved through legal or commercial channels,
      (iii) because it raises issues that are trivial, frivolous or harassing in nature, or
      (iv) because the facts alleged in the complaint, even if true, would not constitute violations of the Code of Ethics or the Conflicts of Interest Policy.

6. If the complaint is barred as provided in IV.A.5.b, the Executive Director shall notify the complainant by Certified Mail that the complaint is barred for such of the reasons set forth in IV.A.5.b as shall apply. The rejection of a complaint pursuant to this IV.A.6 may not be appealed except in connection with the complainant’s appeal, if any, pursuant to IV.A.8 of a rejection of the written explanation hereinafter provided for. However, the complainant may, within sixty (60) days of receipt of the Executive Director’s notification and as the complainant’s sole and exclusive remedy, submit to the Executive Director a written explanation of why the reasons for barring the complaint are unfounded. Such written explanation shall be signed and dated and shall conclude with the following statement:

   “All facts alleged in this explanation are, to the best of my knowledge, true, correct and complete, and I have neither knowingly misrepresented nor knowingly omitted any information which would be material to the evaluation of the merits of this explanation or the complaint to which it relates. I understand that if the foregoing statements are untrue and I am a member of the American Society of Mechanical Engineers, I may have violated the Society’s Code of Ethics. I understand that the entire contents of this explanation including my
identity may be disclosed to the individual or individuals referenced in my complaint or this explanation during the course of any Hearing Board review of my complaint or this explanation and I consent to such disclosures.”

The permitted lapse of time between the submission of the initial complaint and the submission of the written explanation described in this IV.A.6 shall be disregarded for purposes of applying IV.A.3. If such explanation is not timely submitted, the complaint is barred and, even if revised, the complaint may not be resubmitted. Once the complaint is barred, the Executive Director shall close the file on the matter and retain the file in the records of the Society for not less than ten (10) years from the date on which the initial complaint was received by the Society.

7. The Executive Director shall within sixty (60) days of receipt of the written explanation, if any, received pursuant to IV.A.6:

   a. send the Chair of the Ethics Committee a copy of the explanation received, and

   b. decide, with concurrence of the Chair of the Ethics Committee, whether to accept the explanation and refer the complaint to the Ethics Committee (as provided below) or reject the explanation and the Executive Director shall notify the complainant by certified mail (return receipt requested) that the complaint has been rejected pursuant to this IV.A.7.

8. The rejection of a written explanation pursuant to IV.A.7 may be appealed to the Ethics Committee, but only if the appeal is received by the Office of the Executive Director not more than sixty (60) days after the notification described in IV.A.7.b. Any such appeal shall conclude with the following statement by the member:

   “All facts alleged in this appeal are, to the best of my knowledge, true, correct and complete, and I have neither knowingly misrepresented nor knowingly omitted any information which would be material to the evaluation of the merits of this appeal. I understand that if the foregoing statements are untrue, I may have violated the Society’s Code of Ethics. I understand that the entire contents of this appeal including my identity may be disclosed to the individual or individuals referenced in my complaint or this appeal during the course of any Hearing Board review of my complaint and this appeal, and I consent to such disclosures.”

   The appeal shall be denied unless the complainant demonstrates to the satisfaction of the Ethics Committee that the rejection of the written
explanation and the underlying complaint was arbitrary and capricious, in which event the matter shall be handled as provided in IV.A.10. The decision of the Ethics Committee may not be appealed. If the rejection of the written explanation is not timely appealed or if the appeal is not sustained by the Ethics Committee, the complaint is barred and, even if revised, may not be resubmitted.

9. If the Executive Director and the Chair of the Ethics Committee do not concur as to any matter for which their concurrence is required under IV.A.5.b or IV.A.7.b, the matter shall be presented to the President of the Society, whose determination shall govern and may not be appealed, or, if the complaint shall involve the President as either a witness or the member subject to the complaint, the matter shall be presented to the Board of Governors (other than the President), whose determination shall govern and may not be appealed.

10. If the complaint is not rejected pursuant to IV.A.4 or IV.A.5, the Executive Director shall notify the complainant that the matter is being referred to the Ethics Committee within thirty (30) days of the last to occur of:

(a) the receipt of the complaint, determination by the Executive Director and Chair of the Ethics Committee, per Section IV.A.5, that the complaint is not barred

(b) the receipt of the written explanation described in IV.A.6, determination by the Executive Director and Chair of the Ethics Committee, per Section IV.A.7, that the explanation has been accepted

(c) the vote of the Ethics Committee sustaining an appeal as described in IV.A.8 or

(d) the determination by the President or Board of Governors, per Section IV.A.9, sustaining an appeal.

notify the complainant that the matter is being referred to the Ethics Committee, and within sixty (60) days of the last to occur of such events, the Executive Director and the Chair of the Ethics Committee shall prepare (in consultation with legal counsel) a statement of preliminary charges and the Executive Director shall:

a. Notify the member subject to the complaint, by certified mail (return receipt requested), that an ethics complaint has been filed,

b. Include with the notification a copy of the statement of preliminary charges and the following statement:
i. That the preliminary charges allege matters to be within the scope of the Code of Ethics or Conflicts of Interest Policy of the Society,

ii. That an investigation will be made to determine if the complaint is substantiated by facts, and

iii. That the member is encouraged to respond within thirty (30) days and to inform the Society of his or her preferred address.

c. Designate an Investigator from the Society’s staff or membership to conduct an investigation of the matter, and

d. Provide the Investigator with a copy of the complaint, any written explanation provided pursuant to IV.A.6, and a copy of the statement of preliminary charges (the complaint and preliminary charges not to foreclose the Investigator from determining that there may have been violations of provisions of the Code of Ethics or the Conflicts of Interest Policy other than or in addition to those cited in the complaint or the preliminary charges).

The designation of an Investigator pursuant to this IV.A.10 may not be appealed.

11. In any case in which a complaint or other written or oral submission (including without limitation testimony at a Hearing) in connection with the submission, investigation and review of an ethics complaint contains statements or makes omissions that may give rise to an ethics complaint against the individual making the complaint or other submission, the Executive Director shall submit the relevant information to the Secretary of the Society, whose responsibility it shall be to evaluate the information and determine whether to make an ethics complaint in respect of such individual’s conduct. This IV.A.11 shall not limit the right of any other person to make a complaint in respect of such individual’s conduct, provided the person making the complaint has properly obtained the information on which his or her complaint is based.

B. Investigative Phase

1. The Investigator shall hold individual informal conferences on the subject matter of the complaint with the member against whom a complaint has been filed, the complainant and any other persons known or believed to have knowledge of the matter (such other persons, the “witnesses”), and shall advise each of them that his or her legal counsel, if desired, may be present at such conferences. In the conduct of these informal conferences, the following should be kept in mind by all concerned:
a. the purpose is to determine if there is cause for further action by the Society,

b. the investigation is not a legal hearing, but an informal conference to determine the facts in the matter, and the member is not “accused” by the Society in a legal sense,

c. the greatest tact must be exercised by the Investigator,

d. if, during the conference, information is obtained which suggests the need to broaden the scope of the investigation, the Investigator must conduct such additional investigation before completing the investigation of the matter, and

e. at the start of each conference, the Investigator should advise each witness that the information may or may not be used in a Hearing and it may be furnished to the member subject to the complaint.

2. After the Investigator is assured that all pertinent information concerning the matter has been secured, he or she shall prepare a detailed written report giving all data concerning the matter and send the report to the Chair of the Ethics Committee.

3. Reasonable expenses incurred by the Investigator shall be paid by the Society.

4. Based on a review of the report of the Investigator during a face-to-face meeting of a simple majority of the members of the Ethics Committee, the Committee shall make one (1) of the following determinations on the basis of the Investigator’s report:

   a. That the facts, as found by the Investigator, do not support the complaint and as such do not provide a sufficient basis for any further action by the Society, in which case the matter shall be handled as provided in IV.B.5, or

   b. That the facts, as found by the Investigator, appear to establish a violation of the Code of Ethics or Conflicts of Interest Policy that is minor and as such does not warrant suspension or expulsion of the member subject to the complaint, in which case the matter shall be handled as provided in IV.B.6, and IV.B.7, or

   c. That the facts, as found by the Investigator, appear to establish a violation of the Code of Ethics or Conflicts of Interest Policy that is severe and as such may warrant suspension or expulsion of the member subject to the complaint, pursuant to a formal statement of charges adopted by the Ethics Committee as a part of its determination, in which case the matter shall be handled as provided in IV.B.8.
Within thirty (30) days of a determination under this IV.B.4, the Chair of the Ethics Committee shall notify the Executive Director in writing of such determination, such notification, in the case of a determination described in IV.B.4.c, to include the formal statement of charges adopted pursuant to IV.B.4.c. A determination pursuant to this IV.B.4 may not be appealed.

5. If there is a determination, pursuant to IV.B.4.a, that the facts, as found by the Investigator, do not support the complaint and as such do not provide a sufficient basis for any further action by the Society, the Executive Director shall within thirty (30) days of receiving the notification specified in IV.B.4:

a. notify the Board of Governors of the determination,

b. by certified mail (return receipt requested), notify the complainant, the member subject to the complaint and all witnesses who have been interviewed by the Investigator that the matter is closed pursuant to this IV.B.5, and

c. shall close the official file on the matter and retain the file in the records of the Society for not less than ten (10) years from the date on which the initial complaint was received by the Society.

A complaint disposed of pursuant to this IV.B.5, even if the complaint is revised, may not be resubmitted.

6. If there is a determination, pursuant to IV.B.4.b, that the facts, as found by the Investigator, appear to establish a violation of the Code of Ethics or Conflicts of Interest Policy that is minor and as such does not warrant suspension or expulsion of the member subject to the complaint, the Chair of the Ethics Committee shall within thirty (30) days of such determination notify the member subject to the complaint by certified mail (return receipt requested) (with a copy to the Ethics Committee and the Executive Director) that a letter of warning/admonishment is forthcoming at the end of a period of sixty (60) days, such notification to include a proposed draft of such letter of warning/admonishment.

7. At the end of the period of sixty (60) days described in IV.B.6, the Chair shall send the letter of warning/admonishment to the member subject to the complaint by certified mail (return receipt requested) (with a copy to the Ethics Committee and the Executive Director), unless such member shall have timely appealed the determination to send the letter of warning/admonishment (pursuant to IV.C), after which appeal the Chair shall send the letter of warning/admonishment (insofar as the letter shall be determined in the appeal to be warranted) or shall send notification that the proposed letter of warning/admonishment is withdrawn (insofar as the letter shall be determined
in the appeal to be unwarranted), such letter or notification to be sent to the member subject to the complaint by certified mail (return receipt requested) (with a copy to the Ethics Committee and the Executive Director) within thirty (30) days of the determination of his or her appeal pursuant to IV.C.5 or IV.E.9, as the case may be. Within thirty (30) days after the Chair sends a letter of warning/admonishment or notification that a proposed letter of warning/admonishment is withdrawn, the Executive Director shall:

a. provide the Board of Governors with, as the case may be, a copy of the letter of warning/admonishment or a copy of the notification that the proposed letter of warning/admonishment is withdrawn,

b. by certified mail (return receipt requested), notify the complainant and all witnesses who have been interviewed by the Investigator that the matter is closed pursuant to this IV.B.7, and

c. shall close the official file on the matter and retain the file in the records of the Society for not less than ten (10) years from the date on which the initial complaint was received by the Society.

A complaint disposed of pursuant to this IV.B.7, even if the complaint is revised, may not be resubmitted.

8. If there is a determination, pursuant to IV.B.4.c, that the facts, as found by the Investigator, appear to establish a violation of the Code of Ethics or Conflicts of Interest Policy that is severe and as such may warrant suspension or expulsion of the charged, the Executive Director, within thirty (30) days of receipt of the notification described in IV.B.4.

a. shall notify the President in writing that a Hearing Board is mandated pursuant to IV.B.4 and shall provide the President with a copy of the complaint, a copy of the formal statement of charges against the charged member, and a copy of the Investigator’s report, and

b. shall notify the charged member in writing that a Hearing Board is mandated pursuant to IV.B.4 and that further information will be forthcoming once the Hearing Board has been appointed.

C. Appeal Phase (Proposed Letters of Warning/Admonishment)

1. No letter of warning/admonishment shall be sent at the end of the period of sixty (60) days described in IV.B.6 if the Executive Director of the Society shall receive before the end of such period from the member subject to the complaint either:
a. a signed written statement setting forth mitigating circumstances to explain why the member’s alleged misconduct does not warrant a warning or admonishment,

b. a signed written request for a meeting or telephone conference with the Chair of the Ethics Committee to present mitigating circumstances to explain why the member’s alleged misconduct does not warrant a warning or admonishment, or

c. a signed written statement alleging facts in addition to or different from those found by the Investigator, explaining why such alleged facts demonstrate that a warning or admonishment is not warranted, and requesting that the matter be referred to a Hearing Board for a determination;

provided in each case that the signed written statement or request is accompanied by the statement described in IV.C.2.

2. Any written statement pursuant to IV.C.1.a or IV.C.1.c shall conclude with the following statement by the member subject to the complaint:

“All facts alleged in this statement are, to the best of my knowledge, true, correct and complete, and I have neither knowingly misrepresented nor knowingly omitted any information which would be material to the evaluation of the merits of this statement. I understand that if the foregoing statements are untrue, I may have violated the Society’s Code of Ethics.”

Any written request pursuant to IV.C.1.b shall conclude with the following statement by the member subject to the complaint:

“All facts that I will allege in the meeting or telephone conference I am hereby requesting will be, to the best of my knowledge, true, correct and complete, and I will not knowingly misrepresent or knowingly omit any information which would be material to the evaluation of the merits of the facts I will allege. I understand that if I make statements that are untrue, I may have violated the Society’s Code of Ethics.”

3. If a meeting or telephone conference is requested pursuant to IV.C.1.b, such meeting or telephone conference must take place, if at all, within thirty (30) days of the Executive Director’s receipt of the written request for such meeting or telephone conference (unless the Chair of the Ethics Committee consents to extend such period). If it does not take place within such time period, a letter of warning/admonishment shall be issued as if no request had been timely submitted pursuant to IV.C.b.1. The Chair of the Ethics Committee shall
designate the time and place of any meeting or telephone conference requested pursuant to IV.C.1.b and may request staff assistance by the Society.

4. Following consultation with the Ethics Committee, the Chair of the Committee shall determine, on the basis of the complaint, the report of the Investigator, and the information supplied pursuant to IV.C.1, whether and to what extent a letter of warning/admonishment is warranted or, if a Hearing Board has been requested, whether a Hearing Board is warranted. A determination pursuant to this IV.C.4 shall be made (and the Chair shall provide written notification to the Executive Director of such determination) not less than thirty (30) days after the first to occur of (i) the receipt of a written statement provided in accordance with IV.C.1.a or IV.C.1.c or (ii) the conduct of a meeting or telephone conference requested pursuant to IV.C.1.b. Except as provided in IV.D, a determination pursuant to this IV.C.4 may not be appealed.

5. If, pursuant to IV.C.4, a proposed letter of warning/admonishment is determined to be warranted or unwarranted, in whole or in part, the matter shall be handled as provided in IV.B.7 for situations in which proposed letters of warning/admonishment are appealed and deemed warranted or unwarranted, as the case may be. If a proposed letter of warning/admonishment is deemed warranted only in part, there shall be both a letter of warning/admonishment with respect to those matters deemed warranted and a notification of withdrawal of the proposed letter of warning/admonishment with respect to those matters deemed unwarranted. A determination that a Hearing Board is unwarranted shall be treated as a determination that a letter of warning/admonishment is warranted.

6. If, pursuant to IV.C.4, a Hearing Board is determined to be warranted, the Executive Director, within thirty (30) days of receipt of the notification described in IV.C.4

   a. shall notify the President in writing that a Hearing Board is mandated pursuant to IV.C.4 and shall provide the President with a copy of the complaint, a copy of the Investigator’s report, a copy of the proposed letter of warning/admonishment, a copy of the written statement described in IV.C.1.c, and a copy of the determination of the Chair of the Ethics Committee provided pursuant to IV.C.4.

   b. shall notify the member who is subject to the complaint in writing that a Hearing Board is mandated pursuant to IV.C.4 and that further information will be forthcoming once the Hearing Board has been appointed.

D. Appeal Phase (Letters of Warning/Admonishment)
1. Notwithstanding the closure of a matter pursuant to IV.B.7.b, a member who receives a letter of warning/admonishment may appeal the matter to the Board of Governors, provided the letter of appeal is received by the Office of the Executive Director not later than thirty (30) days after the letter of warning/admonishment is sent to the member. Any such appeal shall conclude with the following statement by the member:

“All facts alleged in this appeal are, to the best of my knowledge, true, correct and complete, and I have neither knowingly misrepresented nor knowingly omitted any information which would be material to the evaluation of the merits of this appeal. I understand that if the foregoing statements are untrue, I may have violated the Society’s Code of Ethics.”

2. A member’s appeal shall be disqualified if it is made directly to members of the Board of Governors or is accompanied by direct communications with the Board of Governors. The member and his or her legal counsel shall be permitted to meet with the Board of Governors only at its option. The appeal shall be denied unless the member demonstrates to the satisfaction of the Board of Governors (a) that the procedure for issuance of such a letter was not followed and (b) that no letter of warning/admonishment was warranted.

3. In the event of an appeal, the Board of Governors may elect to remand the matter to the Chair of the Ethics Committee for further consideration, in which case a further unfavorable determination may not be appealed other than for a further failure to follow the procedure for the issuance of a letter of warning/admonishment.

E. Hearing Phase

1. The President shall, within thirty (30) days of receipt of the notification described in IV.B.8 or IV.C.6 appoint a Hearing Board composed of three (3), four (4), or five (5) members of the Committee of Past Presidents, such appointment to be made by certified mail (return receipt requested). The President shall include with the appointment a copy of the materials supplied to the President pursuant to IV.B.8 or IV.C.6, as the case may be. The President shall designate one (1) member of the Hearing Board as its Chair. The President shall simultaneously notify the Executive Director and the Board of Governors of the appointees to the Hearing Board. The appointment of the members of a Hearing Board and the appointment of its Chair may not be appealed.

2. At the time the Hearing Board is appointed, the President shall also designate one (1) additional member of the Committee of Past Presidents as an alternate member of the Hearing Board. Once the alternate appointee has joined the Hearing Board, the President shall have the authority to fill any other vacancies which arise by reason of the resignation or death of a Hearing Board appointee.
Notwithstanding the foregoing, no alternate appointee may join the Hearing Board and no vacancy may be filled after the commencement of the Hearing.

3. Each appointee shall review promptly the materials provided pursuant to IV.E.1 and shall notify the President within thirty (30) days of receipt of such materials of his or her resignation from the Hearing Board if there exists any conflict of interest, friendship, prejudgment, or other prejudice that might interfere with his or her ability to consider the matter in a disinterested manner, whereupon the alternate member of the Hearing Board shall join the Hearing Board.

4. Promptly upon receipt of notification of the President’s appointees to the Hearing Board, the Office of the Executive Director shall contact the charged member (in matters described in IV.B.8) or the member subject to the complaint (in matters described in IV.C.6) in writing or by telephone in order to ascertain dates, times and locations that would be convenient or inconvenient for the Hearing. The Office of the Executive Director shall provide the information to the Chair of the Hearing Board. Such information is ascertained as a courtesy only, and the Hearing Board shall in no way be limited in setting the date, time and location of the Hearing by reason of such information.

5. Within thirty (30) days of notification of their appointment, the members of the Hearing Board shall confer by telephone or other means to determine a convenient date, time and place for the Hearing. The date selected shall be such as to afford at least thirty (30) days' notice of the Hearing to the following “interested parties”: the complainant, the charged member or member subject to the complaint, the Investigator and all other persons who will be invited to provide testimony at the Hearing.

6. The Executive Director shall notify the interested parties by certified mail (return receipt requested) of the date, time and place of the Hearing. In matters described in IV.B.8, the notification to the charged member shall be accompanied by a copy of the statement of charges. In matters described in IV.B.8 or IV.C.6, the notification to the charged member or member subject to the complaint, as the case may be, shall also be accompanied by a copy of the report of the Investigator.

7. In order to respond to the statement of charges or the proposed letter of warning/admonishment, the charged member or member subject to the complaint, as the case may be, is eligible (but not required) (a) to appear at the Hearing in person, with legal counsel if desired, and (b) to provide a written statement to the Hearing Board. Although the member’s attendance is not required, he or she is urged to attend.

8. The Hearing shall be conducted as follows:

a. Attendance at Hearings shall be limited to:
1) members of the Hearing Board,
2) the Executive Director and other designated Society staff members,
3) the Investigator,
4) the charged member or the member subject to the complaint, as the case may be, and his or her invitees
5) the complainant,
6) witnesses,
7) a qualified court reporter,
8) Legal counsel for the Society and for any of the above if desired,
9) observers from the Ethics Committee.

b. The charged member or member subject to the complaint, as the case may be, and his or her counsel shall have the right to be present throughout the Hearing and the right to question any witness, the complainant, if present, and the Investigator.

c. A record of the Hearing shall be made by a qualified court reporter. A transcript will be prepared of the Hearing and a copy made for the Society and a copy made for the charged member or member subject to the complaint, as the case may be.

d. The Chair of the Hearing Board shall preside.

9. The Agenda for the Hearing shall be as follows:

a. Opening statement by the Chair of the Hearing Board containing a summary of the issues before the Hearing Board (to be accompanied with distribution to all present of the statement of charges or the proposed letter of warning/admonishment, as the case may be).

b. Statement by the Chair that the Hearing Board will limit its deliberations and voting to the statement of charges or the proposed letter of warning/admonishment, as the case may be.

c. Opening statement by the charged member or member subject to the complaint, as the case may be, or his or her counsel (the opening statement to be made at the option of the charged member or member subject to the complaint).

d. Presentation by the Investigator of evidence relating to the matter.

e. Defense or rebuttal by the charged member or member subject to the complaint (the defense or rebuttal to be made at the option of the charged member or member subject to the complaint). (If no defense
or rebuttal is presented either in person or in writing, the Hearing Board shall proceed with the Hearing on the basis of the statement of charges or proposed letter of warning/admonishment, as the case may be, the materials presented to the Hearing Board pursuant to IV.E.1, and Investigator’s oral presentation at the Hearing).

f. A short recess to allow the Hearing Board members opportunity to review the evidence and prepare questions.

g. Opportunity for members of the Hearing Board to question any witness; the charged member or member subject to the complaint, as the case may be, if present; the complainant if present; and the Investigator.

h. Closing statements, if desired, by the Investigator and by the charged member or member subject to the complaint, as the case may be, or his or her counsel (the closing statement by or on behalf of the charged member or member subject to the complaint to be made at the option of that member).

i. The Chair shall then close the Hearing and the Hearing Board shall go into executive session to discuss the evidence presented and reach a decision.

10. An alleged violation of the Code of Ethics or Conflicts of Interest Policy shall be sustained or deemed to have been proven only if the preponderance of the evidence establishes facts which, if true, would constitute a violation of the Code of Ethics or Conflicts of Interest Policy. Accordingly, the Hearing Board is charged with evaluating both (a) the sufficiency of the allegations to establish a violation of the Code of Ethics or Conflicts of Interest Policy and (b) the truth of those allegations.

11. The Hearing Board shall determine the case by voting by ballot. A majority vote of the entire Hearing Board shall prevail.

12. The following procedure will be followed sequentially in the case of matters involving the appeal of a proposed letter of warning/admonishment:

a. With respect to each provision of the Code of Ethics or Conflicts of Interest Policy alleged in the proposed letter to have been violated, the Hearing Board shall determine in a separate ballot with respect to each such provision whether the alleged violation has been sustained or proven.

b. If no alleged violation is voted to have been sustained or proven, the member subject to the complaint shall be declared “cleared of all allegations,” whereupon the procedure in IV.B.7 for situations in which
proposed letters of warning/admonishment are appealed and deemed 
unwarranted shall be followed.

c. If any alleged violation is voted to have been sustained or proven, the 
issuance of a letter of warning/admonishment with respect to those 
violations only shall be deemed to be warranted, whereupon the procedure 
in IV.B.7 for situations in which proposed letters of warning/admonishment 
are appealed and deemed warranted shall be followed.

d. If a proposed letter of warning/admonishment is deemed warranted only in 
part, there shall be both a letter of warning/admonishment with respect to 
those matters deemed warranted and a notification of withdrawal of the 
proposed letter of warning/admonishment with respect to those matters 
deemed unwarranted.

e. Except as provided in IV.D, a determination pursuant to this IV.E.12 may not 
be appealed.

f. The remaining portions of IV.E shall not apply with respect to matters 
involving the appeal of a proposed letter of warning/admonishment.

13. The following procedure will be followed sequentially in the case of matters 
involving a statement of charges:

a. With respect to each provision of the Code of Ethics or Conflicts of 
Interest Policy alleged in the statement of charges to have been 
violated, the Hearing Board shall determine in a separate ballot with 
respect to each such provision whether the alleged violation has been 
sustained or proven.

b. If no alleged violation is voted to have been sustained or proven, the 
member subject to the complaint shall be declared “cleared of all 
charges.”

c. If one (1) or more charges are sustained, a ballot shall be taken on the 
question: “Shall the Hearing Board recommend that the charged 
member be expelled from the Society?” A vote of two-thirds of the 
entire Hearing Board shall be required for expulsion.

d. If the ballot on expulsion fails to carry, a ballot shall then be taken on 
the question: “Shall the Hearing Board recommend that the charged 
member be suspended for one (1) year from the Society?” A majority 
vote of the entire Hearing Board shall prevail.

Suspension shall withdraw all rights and privileges of the member, but it 
shall not affect any Society insurance protection.
e. If the ballot on suspension fails to carry, a ballot shall be taken on the question: “Shall the Hearing Board recommend that the charged member be sent a letter of censure?” A majority vote of the entire Hearing Board shall prevail.

f. If the ballot on censure fails to carry, the charged member shall be declared “cleared of all charges.”

g. If the charged member has resigned without right of reapplication and is subsequently “cleared of all charges,” suspended, or censured, per IV.E.13.b, d or e, the words, “without right of reapplication” shall be removed from the charged member’s resignation record.

h. If the charged member has resigned without right of reapplication and is subsequently expelled, per IV.E.10.c, the member’s resignation shall remain “without right of reapplication.”

14. Within five (5) business days of its determination with respect to a matter involving a statement of charges, the Hearing Board shall provide written notification of the determination (including the text of any opinion in which the determination is recorded) (the “decision”) to the Executive Director, the President, and the Chair of the Ethics Committee.

15. A determination by the Hearing Board that a charged member is “cleared of all charges” may not be appealed, and the complaint in the matter is barred and, even if revised, may not be resubmitted.

16. Within thirty (30) days after receipt of a decision that a charged member is “cleared of all charges,” the Executive Director shall:

a. provide the Board of Governors and the members of the Ethics Committee with a copy of the decision,

b. by certified mail (return receipt requested), provide all interested parties with a copy of the decision together with notice that the matter is closed pursuant to IV.E.15,

c. shall deposit the decision in the official file of the matter, close such file, and retain the file in the records of the Society for not less than ten (10) years from the date on which the initial complaint was received by the Society.

17. Within thirty (30) days after receipt of a decision that a charged member has violated the Code of Ethics or Conflicts of Interest Policy, the Executive Director shall:
a. provide the Board of Governors and the members of the Ethics Committee with a copy of the decision,

b. provide the Board of Governors with a copy of the materials supplied to the President pursuant to IV.B.8 and a copy of any written statement submitted by or on behalf of the charged member pursuant to IV.E.7.b, and

c. by certified mail (return receipt requested), provide the charged member with a copy of the decision and notification that, unless the decision is appealed within thirty (30) days as provided in IV.F.1, the Hearing Board’s determination will be reviewed by the Board of Governors pursuant to IV.F.5.

18. The expenses incurred by the Hearing Board for travel of the Hearing Board members, the court reporter, the Society’s legal counsel, and witnesses required by the Hearing Board shall be covered by the Society. The charged member or member subject to the complaint shall be responsible for any expenses relating to the member’s defense, including counsel and witnesses.

F. Review and Appeal Phase (Expulsion, Suspension or Censure)

1. If a Hearing Board determines that a member has violated the Code of Ethics or Conflicts of Interest Policy, the member may appeal the matter to the Board of Governors, provided the letter of appeal is received by the Office of the Executive Director not later than thirty (30) days after the notification described in IV.E.14.c is sent to the member. Any such appeal shall conclude with the following statement by the member:

   “All facts alleged in this appeal are, to the best of my knowledge, true, correct and complete, and I have neither knowingly misrepresented nor knowingly omitted any information which would be material to the evaluation of the merits of this appeal. I understand that if the foregoing statements are untrue, I may have violated the Society’s Code of Ethics.”

2. A member’s appeal shall be disqualified if it is made directly to members of the Board of Governors or is accompanied by direct communications with the Board of Governors. The Board of Governors will review the record of the Hearing, the written request for the appeal and any written statement submitted by or on behalf of the charged member and will hear the charged member in person or by his or her legal counsel. The appeal shall be denied unless the member demonstrates to the satisfaction of the Board of Governors (a) that there were substantial errors in significant information presented to the Hearing Board, (b) that there is additional information, not made available to the Hearing Board,
which might reasonably have led it to a different result, (c) that the Hearing Board’s decision was erroneous, or (d) that the Hearing Board failed to follow the procedures set forth in IV.E. Procedural errors prior to the Hearing shall not be grounds for the appeal of a Hearing Board decision.

3. The Board of Governors may take the following action after the appeal:
   a. The Board of Governors may sustain the decision of the Hearing Board and implement the recommended action against the charged member.
   b. The Board of Governors may sustain the decision of the Hearing Board, but modify the recommended action against the charged member to a less serious action.
   c. The Board of Governors may dismiss the charge against the charged member.

4. If the Board of Governors elects action under IV.F.3.a. or b., the following voting rules shall apply (notwithstanding any contrary provision of the Society’s Constitution or By-Laws):
   a. An affirmative vote of seven (7) members of the Board of Governors, at a meeting where a quorum is present, shall be required to confirm a decision of the Hearing Board leading to the expulsion of the charged member.
   b. An affirmative vote of six (6) members of the Board of Governors, at a meeting where a quorum is present, shall be required to confirm a decision of the Hearing Board leading to the suspension or censure of the charged member.

5. If the charged member does not appeal the decision of the Hearing Board, the Board of Governors shall at its next regularly scheduled meeting vote on whether to confirm the decision of the Hearing Board and to implement the recommended action. If the Board of Governors elects not to confirm the decision of the Hearing Board, the Board of Governors shall determine such actions as it deems fitting and proper.

6. It shall be within the discretion of the Board of Governors to determine what portion, if any, of its fact-finding and deliberations concerning an appeal under this IV.F shall be conducted in executive or special session.

7. Within thirty (30) days of a decision by the Board of Governors, the Executive Director shall:
a. provide the Chair of the Ethics Committee with written notification of the decision together with any accompanying explanations provided by the Board of Governors, to be used for the future guidance of the Committee in its administration of ethics matters brought before it,

b. by certified mail (return receipt requested), provide all interested parties with written notification of the decision together with notice that the matter is closed pursuant to IV.F.6,

c. shall deposit a copy of such written notification in the official file of the matter, close such file, and retain the file in the records of the Society for not less than ten (10) years from the date on which the initial complaint was received by the Society.

8. Decisions of the Board of Governors may not be appealed. A complaint disposed of by the Board of Governors, even if the complaint is revised, may not be resubmitted.

9. All files concerning ethics complaints and the resolution thereof shall be confidential and may not be disclosed except by authority of the Board of Governors. The records shall be retained for a period of not less than ten (10) years from the date on which the initial complaint was received by the Society. The proceedings may be synopsized and made anonymous for later publication for instructive purposes.

10. The membership shall be notified of all disciplinary actions taken by the Board of Governors under this IV.F for violations of the Code of Ethics or Conflicts of Interest Policy, by publication of a suitable notice in MECHANICAL ENGINEERING or ASME NEWS. The name of the disciplined member shall not be published. However, the action of the Board of Governors, including the name of the disciplined member, shall be reported to the section chair and appropriate Society officers.

Responsibility: Committee of Past Presidents/Ethics Committee

Reassigned from Centers Board of Directors/Center for Career and Professional Advancement/Committee on Ethical Standards and Review 2/2012

Reassigned from Centers Board of Directors/Center for Professional Development, Practice & Ethics/Committee on Ethical Standards and Review 4/23/09

Reassigned from Council on Member Affairs/Board on Professional Practice & Ethics 6/1/05

Adopted: June 18, 1975
Revised: September 29, 1978
June 25, 1980
November 17, 1983
(editorial changes 3/84))
June 14, 1985
(editorial changes 6/87)
(editorial changes 3/88)
June 18, 1989
June 6, 1990
(editorial change 2/94)
November 21, 1996
(editorial changes 9/97)
June 9, 1999
(editorial changes 6/02)
(editorial changes
September 23, 2005
November 5, 2006
(editorial changes in responsible unit 4/09)
(Unit Reassignment Due to Reorganization 2/12)
ASME Board of Governors
Agenda Item
Cover Memo

Date Submitted: October 31, 2013
BOG Meeting Date: November 16, 2013

To: Board of Governors
From: (Sector/Unit/Task Force/Other) Pension Plan Trustees
Presented by: Robert Nickell
Agenda Title: Pension Plan Trust Amendment

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

Up until June of 2013, the Pension Plan Trustees consisted of the ASME Treasurer, the Assistant Treasurer and three At-large members, for a total of 5 members. In June of 2013, the Board of Governors approved the EDESC recommendation to expand the number of At-large members from three to “three to five” members.

The latest Pension Plan Trust Agreement, effective as of April 2010, is a document that outlines how the Pension Plan Trustees operate regarding the investment and disbursement of the funds in the ASME Pension Plan Trust. This Consent Agenda item is to modify the Pension Plan Trust Agreement to reflect the increased number of Trustee from a total of 5, to a total of “five to seven”.

Proposed motion for BOG Action: (if appropriate)
To modify the Pension Plan Trust Agreement to reflect the increased number of Trustee from a total of 5, to a total of “five to seven”

Attachments:

Resolution
RESOLUTION
OF THE BOARD OF GOVERNORS
OF THE AMERICAN SOCIETY OF MECHANICAL ENGINEERS

WHEREAS, the American Society of Mechanical Engineers ("ASME") maintains the American Society of Mechanical Engineers Pension Trust (the "Trust") with respect to the assets of the American Society of Mechanical Engineers Employees’ Pension Plan, with a trust agreement (the “Trust Agreement”) effective as of April 20, 2010;

WHEREAS, Section 9.1 of the Trust Agreement provides that ASME may unilaterally, at any time and from time to time, by instrument in writing amend in whole or in part the provisions of the Trust Agreement, provided that such amendment does not affect the rights, duties or responsibilities of the Trustees of the Trust;

WHEREAS, the Board of Governors of ASME has determined that it is desirable to amend the Trust Agreement to clarify the number of Trustees of the Trust and who shall serve as a Trustee of the Trust;

NOW, THEREFORE, IT IS RESOLVED, that the amendment to the Trust Agreement in the form attached hereto, and effective as of the date stated therein, is hereby ratified and approved; and

IT IS FURTHER RESOLVED, that the members of the Board of Governors of ASME and the appropriate officers and employees of ASME are hereby authorized to execute such documents and take any and all other actions as they may deem necessary or advisable to carry out the purpose of the foregoing resolution, including, without limitation, providing the Trustees of the Trust with notice and a copy of the amendment and these resolutions.
AMENDMENT TO THE AGREEMENT OF TRUST OF

THE AMERICAN SOCIETY OF MECHANICAL ENGINEERS

PENSION TRUST

The Agreement of Trust of the American Society of Mechanical Engineers Pension Trust (the “Trust Agreement”), effective as of April 20, 2010, with respect to the assets of the American Society of Mechanical Engineers Employees’ Pension Plan (the “Plan”), is hereby amended, effective as of July 1, 2013, as follows:

1. Section 8.1 of the Trust Agreement is hereby amended in its entirety to provide as follows:

“Section 8.1. There shall be five (5) to seven (7) Trustees, with such Trustees consisting of the following individuals: Treasurer of the Employer and the Assistant Treasurer of the Employer, and three (3) to five (5) at-large Trustees appointed by the Board of Governors of the Employer (or a duly authorized committee thereof). The term of an at-large Trustee shall be three (3) years, and an at-large Trustee may serve no more than two (2) consecutive full terms, unless otherwise provided for by the Board of Governors (or a duly authorized committee thereof) of the Employer.”

2. The second sentence of Section 8.5 of the Trust Agreement is hereby amended in its entirety to provide as follows:

“...To make, execute, acknowledge and deliver any and all documents of transfer and conveyance and any and all other instruments that may be necessary or appropriate to carry out the powers herein granted; any instrument or document to be executed, acknowledged and delivered by any two (2) Trustees if there are five (5) Trustees, and three (3) Trustees if there are more than five (5) Trustees; and any person, firm, or corporation, including any insurance company or bank, may rely upon and shall be protected in relying upon the signature of the two (2) or three (3) Trustees, as applicable, with the same force and effect as though all Trustees had signed.

IN WITNESS WHEREOF, this Amendment is hereby approved and adopted this 16th day of November, 2013

THE AMERICAN SOCIETY OF MECHANICAL ENGINEERS

ATTEST:

___________________________  _______________________
Name: Thomas G. Loughlin     Name: Warren DeVries
Title: Executive Director      Title: Secretary
ASME Board of Governors
Agenda Item
Cover Memo

Date Submitted: November 1, 2013
BOG Meeting Date: November 16, 2013

To: Board of Governors
Presented by: William Garofalo
Agenda Title: Neuberger Berman Banking Resolution

Agenda Item Executive Summary:

Neuberger Berman Banking Resolution

Proposed motion for BOG Action:

To approve the resolution

Attachments:

resolution
RESOLVED, that the American Society of Mechanical Engineers (the “Corporation”) is hereby authorized and directed to establish and maintain one or more accounts, including discretionary investment advisory accounts (each, an “Account”), and to engage in any of the transactions hereinafter described, in each case, with or through Neuberger Berman LLC, or its affiliates (herein called “Neuberger Berman”) and J.P. Morgan Clearing Corp. and/or any of its now or hereafter existing affiliated entities (collectively, “JP Morgan”), through an Account or otherwise:

RESOLVED, that the Corporation is hereby authorized and empowered to purchase (including on a forward or when-issued basis), hold, finance, pledge, exercise, convert, tender, redeem exchange, transfer, assign, sell (including on a when-issued or forward basis) enter into, write, issue, terminate, amend and otherwise deal and trade, singly or in combination, in the following: any and all forms of securities, evidences of interest, participation, or indebtedness, instruments of any issuer (whether publicly registered or exempt from registration), transactions and investments, including, but not limited to common or preferred stock, scrip, warrants and rights; bills, notes, bonds or debentures of any coupon (including “zero coupon”) or maturity; certificates of deposit, bank notes or deposit notes; commercial paper, money market instruments; listed and/or over-the-counter options, commodities, commodity futures, options on futures (including single stock futures contracts and other securities futures products), transactions in foreign currencies, limited partnership interests and other interests in hedge funds, buyout funds, real estate investment trusts, venture capital funds, private equity funds and private equity investment vehicles; whole mortgage loans, any and all interests and participations in mortgage loans, mortgage-backed and asset backed securities; any kind of derivative investment, including interest rate, currency, credit, equity or other swap transactions; buy/forward sale transactions, dollar rolls, and any instrument or interest generally regarded as an investment or hedge, secured or unsecured, or any transaction generally regarded as an investment or hedge, secured or unsecured, or any transaction, that is similar to any of those described above (including an option with respect to any of them) (each of the foregoing, an “Activity”);

RESOLVED, that each of the directors, officers, employees and agents of the Corporation listed below (each, an “Authorized Person”) is hereby individually authorized for and on behalf of the Corporation by oral, written, electronic or other means to: (1) give to and receive from Neuberger Berman and/or JP Morgan oral, written or electronic instructions, confirmations, notices or demands with respect to any Account, Activity or transaction; (2) bind the Corporation to enter into and perform any transaction or agreement, amendment or modification thereof, relating to any Account, Activity or transaction involving the Corporation; (3) pay in cash or by check or by credit or debit card or draft drawn upon the funds of the Corporation any sums required to be paid in connection with any Account, Activity or transaction; (4) order the transfer of record of any securities, funds or other property to any name and to accept delivery of any securities, funds or other property; (5) direct the sale or exercise of any rights with respect to any securities or other property; (6) agree to any terms or conditions or execute or otherwise assent to any document or agreement affecting any Account, Activity or transaction; (7) endorse any securities or other property in order to pass title thereto (or any interest therein); (8) direct Neuberger Berman and/or JP Morgan to surrender any securities or other property for the purpose of effecting any exchange or conversion thereof; (9) appoint any one or more persons who are employees of the Corporation to do any and all things which such director, officer, employee or agent of the Corporation is hereby empowered to do; and (10) generally, take all
such action as such director, officer, employee or agent of the Corporation may deem necessary or desirable to implement or facilitate the trading activities described herein:

**AUTHORIZED PERSONS**

<table>
<thead>
<tr>
<th>Name of Director, Officer or Employee of Corporation or Agent</th>
<th>Title/Position</th>
<th>Specimen Signature</th>
</tr>
</thead>
<tbody>
<tr>
<td>William M. Garofalo</td>
<td>Managing Director of Finance</td>
<td>_____________________</td>
</tr>
<tr>
<td>Thomas Meehan</td>
<td>Controller</td>
<td>____________________</td>
</tr>
<tr>
<td>David A. Webber</td>
<td>Director of Finance</td>
<td>____________________</td>
</tr>
<tr>
<td>John Dys</td>
<td>Accounting Manager</td>
<td>____________________</td>
</tr>
<tr>
<td>Thomas G. Loughlin</td>
<td>Executive Director</td>
<td>____________________</td>
</tr>
</tbody>
</table>

RESOLVED, that each of the Authorized Persons listed above is hereby individually authorized, for and on behalf of the Corporation, to execute or otherwise assent to or enter into on behalf of the Corporation all agreements, confirmations, releases, assignments, powers of attorney or other documents in connection with any Account, Activity or transaction, including with limitation, to execute and deliver instructions to Neuberger Berman and/or JP Morgan to receive or deliver funds or securities, whether free or versus payment, or trade or non-trade related (including to any Authorized Persons);”

RESOLVED, that all actions previously taken by any director, officer, employee, Authorized Person or agent of the Corporation in connection with or related to matters set forth in or reasonably contemplated or implied by the foregoing resolutions be, and each of them hereby is, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation;

RESOLVED, that Neuberger Berman and/or JP Morgan may rely on the certifications, representations, warranties, and agreements contained in the Secretary’s Certificate certifying the due adoption of these Resolutions (the “Certificate”) until the close of business on the second business day after Neuberger Berman and JP Morgan receives written notice of the modification or revocation thereof. Such notice shall be sent to: the Corporation’s relationship manager(s) at Neuberger Berman and in each case with a copy to JP Morgan, at its offices at Three Metrotech Center, Brooklyn, New York 11245-0001 marked to the attention of: Global Clearing Services – Documentation Department or any other address that has been provided in writing by JP Morgan specifically for such purpose, provided that Neuberger Berman and JP Morgan may rely on such certifications, representations, warranties, covenants and agreements with respect to any transaction entered into prior to the effectiveness of such modification or revocation;

RESOLVED, that, Neuberger Berman and JP Morgan, their successors and assigns and their respective affiliates, directors, officers, agenda and employees (the “Released Parties”) are
hereby released and forever discharged from, and against, any and all liabilities, responsibilities, obligations, claims, costs, damages, expenses (including reasonable attorneys’ fees and expenses), penalties, judgments or awards incurred or suffered by the Released Parties in connection with their reliance on the Certificate; the Corporation acknowledges that the release and discharge set forth herein are in addition to, and in no way limit or restrict, any rights which any of the Released Parties may have under any other agreement(s) between the Corporation and any of the Released Parties or under any federal or state statutes, laws, rules or negotiations; and agree that this release and discharge shall survive the revocation of the Certificate with respect to transactions entered into prior to the effectiveness of such revocation/