DRAFT AGENDA

OPEN SESSION
2015-2016 BOARD OF GOVERNORS

Day: Wednesday, June 10, 2015
Time: 10:00 AM – 11:30 AM
Location: Champions D Ballroom Sawgrass Marriott Golf Resort & Spa Jacksonville, FL

1. Opening of the Meeting (5 Minutes)
   10:00 AM – 10:05 AM

   1.1. Call to Order
       Julio Guerrero

   1.2. Adoption of the Agenda ACTION
       Julio Guerrero
       A motion should be made to accept the Agenda as circulated on May 31, 2015.

   1.3. Announcements and Recognition of Special Guests
       Julio Guerrero

2. Discussion Items (45 Minutes)
   10:05 AM – 10:50 AM

   2.1. Committee of the Whole Julio Guerrero ACTION
       A motion should be made to approve “as if in Committee of the Whole,” where open discussion is permitted and only a memo of issues discussed by topic is maintained by the Secretary.

   2.2. Opening Remarks (40 Minutes) INFORMATION
       Julio Guerrero
       • ASME in FY16 and beyond
       • “S” Curve Shift
       • Strategy & Planning
       • Outlook and changes for BOG meetings in FY16

   * Closed Session planned for 9:30 AM – 9:50 AM and 12:00 PM – 3:00 PM. A separate agenda will be sent to those invited to attend.
2015-2016 Board of Governors-Agenda
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- Presidential Task Forces (new and retiring)
- Presidential Appointments
- Retreat & Global Initiatives
- Introduce President Nominee and Governor Nominees

2.3. Remarks from new President Nominee (5 Minutes)

3. Action Items (5 Minutes)
10:50 AM – 10:55 AM

3.1. Motion to Return to Formal Session
A motion should be made to move out “as if in Committee of the Whole.”

4. Consent Calendar (15 Minutes)
10:55 AM – 11:10 AM

The Consent Calendar is limited to items of a routine or non-controversial nature, grouped together to save Board time. Consent Items for Receipt are report items for information, followed by Consent Items for Action that the Board is asked to take action on as a group.

Governors are encouraged to contact ASME Headquarters with their questions prior to the meeting as it is not expected that Consent Receipt or Action items are to be removed from the Agenda. Reports, whether for information or action, are to be in writing and part of the Consent Calendar, unless otherwise approved by the President.

4.1. Consent Items for Receipt

4.1.1 EDESC Roster
Julio Guerrero
(Agenda Appendix 4.1.1)

4.1.2 Presidential Appointments FY16
Julio Guerrero
(Agenda Appendix 4.1.2)

4.1.3 Presidential Task Force List FY16
Julio Guerrero
(Agenda Appendix 4.1.3)

4.1.4 Motion for Receipt
ACTION
4.2 Consent Items for Action

4.2.1 Identification of Items to be removed from Consent Calendar
Any action items to be removed from Consent Calendar by request from any member of the Board of Governors.

4.2.2 By-Law B5.2.5.2 for Second Reading
(Agenda Appendix 4.2.2)

4.2.3 Dates of Future Meetings.

<table>
<thead>
<tr>
<th>DATE</th>
<th>DAY</th>
<th>TIME</th>
<th>LOCATION</th>
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</thead>
<tbody>
<tr>
<td>October 5, 2015</td>
<td>Monday</td>
<td>2:00 PM – 6:00 PM</td>
<td>Web conference</td>
</tr>
<tr>
<td>November 14, 2015</td>
<td>Saturday</td>
<td>8:30 AM – 4:00 PM</td>
<td>Houston, TX</td>
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<tr>
<td>January 20, 2016</td>
<td>Wednesday</td>
<td>12:00 PM – 5:00 PM</td>
<td>New York, NY</td>
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<tr>
<td>January 21, 2016</td>
<td>Thursday</td>
<td>8:00 AM – 5:00 PM</td>
<td>New York, NY</td>
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<tr>
<td>February 11, 2016</td>
<td>Thursday</td>
<td>12:00 PM – 2:00 PM</td>
<td>Web conference</td>
</tr>
<tr>
<td>April 14, 2016</td>
<td>Thursday</td>
<td>8:00 AM – 1:00 PM</td>
<td>New York, NY</td>
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<td>April 15, 2016</td>
<td>Friday</td>
<td>8:30 AM – 4:30 PM</td>
<td>New York, NY</td>
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<tr>
<td>June 5, 2016</td>
<td>Sunday</td>
<td>9:00 AM – 4:00 PM</td>
<td>Louisville, KY</td>
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<tr>
<td>June 8, 2016</td>
<td>Wednesday</td>
<td>10:00 AM – 3:00 PM</td>
<td>Louisville, KY</td>
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(a) 2015-2016 Board of Governors  (b) 2016 – 2017 Board of Governors

4.3 Motion for Consent Action

5. Contingency Time for Discussion and Other Business (10 minutes)
11:10 AM – 11:20 AM
Subject to the President’s discretion, Contingency Time may be used for discussion of items pulled from the Consent Calendar and Other Business.

6. Report on Closed Session (10 Minutes)
11:20 AM – 11:30 AM
Julio Guerrero
A summary of what will be discussed during the closed session.
7. **Adjournment**
   11:30 AM

**List of Appendices**

4.1.1 EDESC Roster
4.1.2 Presidential Appointments FY15
4.1.3 Presidential Task Force List FY15
4.2.2 By-Law B5.2.5.2 for Second Reading
ASME Board of Governors
Agenda Item
Cover Memo

Date Submitted: May 31, 2015
BOG Meeting Date: June 10, 2015

To: Board of Governors
From: Julio Guerrero
Presented by: Julio Guerrero
Agenda Title: FY16 EDESC Roster

Agenda Item Executive Summary:

FY16 EDESC Roster

J. Robert Sims, Chair
Julio Guerrero, ex officio
Presidential-Nominee/Elect TBD, ex officio
William Worek
John Goossen
Caecilia Gotama

Proposed motion for BOG Action: (if appropriate)
For receipt.

Attachments:
None.
ASME Board of Governors
Agenda Item
Cover Memo

Date Submitted: May 31, 2015
BOG Meeting Date: June 10, 2015

To: Board of Governors
From: Julio Guerrero
Presented by: Julio Guerrero
Agenda Title: FY16 Presidential Appointments

Agenda Item Executive Summary:

1) BOG Liaisons to Committees

   Committee on Finance and Investment (COFI) Sriram Somasundaram
   Committee on Honors (COH) Urmila Ghia
   Committee on Organization and Rules (COR) Andrew Taylor

2) Appointments to Committees

   Executive Director Evaluation & Executive Staff Compensation (EDESC)
   FY2016-FY2018 Caecilia Gotama
   Committee on Governance (COG)
   FY2016 – FY2018 Caecilia Gotama

Proposed motion for BOG Action: (if appropriate)
For receipt.

Attachments:
None.
The Committee on Executive Director Evaluation and Staff Compensation (EDESC) is recommending a change to its composition. The committee is recommending the elimination of the member at-large position that serves a one year term. Whereas the benefit of an external member (other than a Board member, or member of the Presidential team) can be valuable, the one year term is too short and lengthening to 2 or 3 years will disrupt the cycle of appointments. Also, the outside member unfortunately, despite of their participation and contribution to the EDESC are not and cannot be present at the BOG when the EDESC recommendations are deliberated by the Board.

EDESC is also recommending a change to have the President be an ex officio member with vote, and the President nominee-elect to be an ex officio member without vote. The reasoning for recommending that the President becomes a voting member and that the President nominee/elect becomes a nonvoting member, is more in line with the philosophy used in general that the President nominee/elect might not have come out as a member of the BOG or the EDESC and in line with the philosophy that the first year is a year of transition and training.

Proposed motion for BOG Action: (if appropriate)

Revise By-Law B5.2.5.2 as attached
EDESC Committee Membership

B5.2.5.2

The Committee shall consist of the President, the President-nominee/elect, the Immediate Past President and three current Board members at-large (serving staggered terms on the Board), and one member at-large who shall be an ASME member with the knowledge and expertise of Board Governance, Board Operations and Compensation Practices. The President-nominee/elect and Immediate Past President are ex officio members of the committee with vote. The President-nominee/elect is an ex officio member of the Committee, without vote. The Immediate Past-President shall be the Chair. Although the ASME Treasurer, the Executive Director and the Managing Director, Human and Capital Resources, are not members of the Committee, they will be available to the Committee for consultation as needed.

The term of each of the current Board members at-large expires when his/her Board term expires. The term of the at-large member is for one year, based on an appointment by the President, is not eligible for reappointment and ends at the close of the second society wide meeting, on a schedule established by the Committee on Executive Director Evaluation and Staff Compensation.