



DRAFT MINUTES
2015-2016 BOARD OF GOVERNORS
Jacksonville, FL
June 10, 2015

ITEM

1. Call to Order
2. Adoption of Agenda
3. Announcements
4. Report on Closed Session
5. Discussion Items
6. Items for Receipt
7. Items for Action
8. Dates of Future Meetings
9. Adjournment

LIST OF APPENDICES

- I By- Law B5.2.5.2. for Second Reading

DRAFT MINUTES
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Jacksonville, FL
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1. Call to Order:

On June 10, 2015, a meeting of the Board of Governors of the American Society of Mechanical Engineers was held in Jacksonville, FL. A quorum being present, the meeting was called to order by the President at 11:45 AM Eastern Time. Attendance was as follows:

Board of Governors

President:	Julio C. Guerrero
Immediate Past President:	J. Robert Sims
President Nominee:	K. Keith Roe
Governors:	Bryan A. Erler, Urmila Ghia, Caecilia Gotama, John E. Goossen, Stacey Swisher Harnetty, Sriram Somasundaram, Andrew C. Taylor, John M. Tuohy, William M. Worek

Other Officers

Senior Vice Presidents:	Robert E. Grimes, Institutes Paul D. Stevenson, Student & Early Career Development
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Secretary and Treasurer:	James W. Coaker
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Executive Director:	Thomas G. Loughlin
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Assistant Secretary:	John Delli Venneri
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Assistant Treasurer:	William Garofalo
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Board of Governors Nominees

Karen Ohland
William Wepfer

Board Committee Chairs

Victoria Rockwell	Committee on Finance and Investment (COFI)
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Corporate Counsel

John Sare

Other Guests

Jeanne DiFrancesco	Consultant
Richard Goldstein	Past President, 1996-1997
Amos Holt	Past President, 2009-2010
Richard Marboe	TEC Sector Council
William Predebon	Chair- Committee on Engineering Education
Terry Shoup	Past President, 2006-2007

Reginald Vachon
Sam Zamrik

Past President, 2003-2004
Past President, 2007-2008

Staff

Roy Arbeit	Managing Director, Marketing & Sales
William Berger	Managing Director, Standards
RuthAnn Bigley	Coordinator, Governance
Clare Bruff	Manager, Volunteer Leadership Development
Michael Cowan	Director, Public Information
Philip DiVietro	Managing Director, Publishing
John Falcioni	Editorial Director, Mechanical Engineering
Noha El-Ghobashy	Managing Director, Engineering Workforce
Peter Hess	Managing Director, Marketing & Online Services
Michael Ireland	Managing Director, Engineering Research & Technical Development
Phyllis Klasky	Director, Events Management
Michael Kreisberg	Director, Membership Development
June Ling	Deputy Executive Director
Michael Merker	Associate Executive Director, Standards and Certification
Allian Pratt	Director, Strategic Issues
Laurel Raso	Managing Director, Human and Capital Resources
Karen Russo	Project Manager
Luwisa Smart	Executive Assistant
David Soukup	Managing Director, Governance

2. Adoption of the Agenda: The Board

VOTED: to adopt the agenda as circulated on May 31, 2015.

3. Announcements:

The President welcomed all to the meeting and recognized Past Presidents Richard Goldstein, Amos Holt, Victoria Rockwell, Terry Shoup, Reggie Vachon and Sam Zamrik.

4. Report on Closed Session

There was a report given by Julio Guerrero on the Closed Session held the morning of June 10, 2015, at which the Board: (1) Approved the recommendations of the Audit Committee and (2) Approved the appointments of (a) Thomas Loughlin as Executive Director; (b) James Coaker as Secretary/Treasurer; (c) John Delli Venneri as Assistant Secretary; and (d) William Garofalo as Assistant Treasurer.

A Closed Session was held the afternoon of June 10, 2015, and a report on it will be included in the next Open Session minutes.

5. 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:

Opening Remarks by Julio Guerrero and Remarks from the new President-Nominee Keith Roe.

Following the close of the Discussion Items, the Board

VOTED: to move into formal session.

6. **Items for Receipt:** The Board deferred receipt of the EDESC Roster, Presidential Appointments FY16, and Presidential Task Force List FY16 to the afternoon Closed Session on June 10, 2015.

7. **Item for Action:** The Board

VOTED: to approve By-Law B5.2.5.2 for Second Reading (Agenda Appendix 4.2.2 and Minutes Appendix I)

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

DATE	DAY	TIME	LOCATION
October 5, 2015 (a)	Monday	2:00 PM – 6:00 PM	Web conference
November 14, 2015 (a)	Saturday	8:30 AM – 4:00 PM	Houston, TX
January 20, 2016 (a)	Wednesday	12:00 PM – 5:00 PM	New York, NY
January 21, 2016 (a)	Thursday	8:00 AM – 5:00 PM	New York, NY
February 11, 2016 (a)	Thursday	12:00 PM – 2:00 PM	Web conference
April 14, 2016 (a)	Thursday	8:00 AM – 1:00 PM	New York, NY
April 15, 2016 (a)	Friday	8:30 AM – 4:30 PM	New York, NY
June 5, 2016(a)	Sunday	9:00 AM – 4:00 PM	Louisville, KY
June 8, 2016 (b)	Wednesday	10:00 AM – 3:00 PM	Louisville, KY

(a) 2015-2016 Board of Governors (b) 2016-2017 Board of Governors

9. **Adjournment:** The meeting was adjourned on Wednesday, June 10, 2015 at 12:37 PM Eastern Time.



James W. Coaker
Secretary

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

**Date Submitted: May 18, 2015
BOG Meeting Date: June 10, 2015**

**To: Board of Governors
From: *(Sector/Unit/Task Force/Other)* Committee on Executive Director Evaluation
and Staff Compensation (EDESC)
Presented by: Madiha Kotb
Agenda Title: By-Law Change to B5.2.5.2**

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

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

Attachments: Word document

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 ~~President-nominee/elect~~ and Immediate Past President are ex officio members of the committee with vote. The President-nominee/elect ~~President~~ 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.~~