AGENDA
BOARD OF GOVERNORS

Day & Time: Wednesday, February 1, 2017 10:00 AM- 12:00 PM
Location: The Westin New York Grand Central Hotel
New York, NY

1. Opening of the Meeting

1.1. Call to Order (5 minutes)

1.2. Adoption of the Agenda

1.3. Announcements

1.4. Consent Items for Action

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

1.4.2. Approval of Minutes from Meeting on November 12, 2016

1.4.3. By-Law B4.3.5 for First Reading
(Agenda Appendix 1.4.3)

1.4.4. By-Law B5.2 for Second Reading
(Agenda Appendix 1.4.4)

1.4.5. Society Policy P.15.6
(Agenda Appendix 1.4.5)

1.4.6. Proposed New Society Award
(Agenda Appendix 1.4.6)

2. Agenda Items

2.1. President’s Remarks (10 minutes)
Keith Roe

2.2. Executive Director’s Remarks (10 minutes)
Tom Loughlin

2.3. General Duties from Roles & Responsibilities Matrix (10 minutes)
Bill Wepfer
2.4. **Operation Guide for a New Committee on Strategy** (10 minutes) ACTION
   John Goossen

3. **Closed Session**

   3.1. **IOP Update** (30 minutes) DISCUSSION
       Tom Loughlin & Jeff Patterson
       (Agenda Appendix 3.1)

   3.2. **EDESC Update** (30 minutes) DISCUSSION
       Julio Guerrero

4. **Information Items**

   4.1. **Renewal of Chase Bank Line of Credit**
       (Agenda Appendix 4.1)

5. **Information Item (Closed)**

   5.1. **Q2 Incentive Update with Year-End Projections**
       (Agenda Appendix 5.1)

   5.2. **Report by Corporate Counsel**
       (Agenda Appendix 5.2)

6. **New Business**

7. **Adjournment**
List of Appendices

1.4.3 By-Law B4.3.5 for First Reading
1.4.4 By-Law B5.2 for Second Reading
1.4.5 Society Policy P-15.6
1.4.6 Proposed New Society Award

2.3 General Duties from Roles & Responsibilities Matrix
2.4 Operation Guide for a New Committee on Strategy
3.1 IOP Update (Closed)
4.1 Renewal of Chase Bank Line of Credit
5.1 Q2 Incentive Update with Year-End Projections (Closed)
5.2 Report by Corporate Counsel (Closed)

Dates of Future Meetings

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<tr>
<th>DATE</th>
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(a) 2016-2017 Board of Governors (b) 2017-2018 Board of Governors
ASME Board of Governors
Agenda Item
Cover Memo

Date Submitted: January 5, 2017
BOG Meeting Date: February 1, 2017

To: Board of Governors
From: Executive Director
Presented by: Thomas Loughlin
Agenda Title: Recommended Change to By-Law B4.3.5

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

A redlined version of the proposed change is attached.

The responsibilities of the Executive Director are specified throughout the Constitution, By-Laws, Society Policies, and Presidential Team Manual.

The By-Law is being changed to reflect the staff re-organization where Jeff Patterson was given the title of Chief Operating Officer.

Proposed motion for BOG Action: (if appropriate)

Approval of the Changes to By-Law B-4.3.5

Attachments: Redlined version of revised By-Law
B4.3 OFFICERS

B4.3.5 The Executive Director shall be an employee and the chief operating Officer of the Society, an ex officio member of the Board of Governors without vote, and shall have such powers and perform such duties as the Board of Governors may from time to time prescribe.
ASME Board of Governors
Agenda Item
Cover Memo

Date Submitted: January 10, 2017
BOG Meeting Date: February 1, 2017
To: Board of Governors
From: EDESC
Presented by: Julio Guerrero
Agenda Title: Second Reading of Recommended Change to By-Law B5.2

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

A redlined version of the proposed change is attached. There are three reasons for the recommended changes.

The first is to add the new ASME 401(k) plan (which will be effective 1/1/17) to the plans administered by this Committee. The new 401(k) plan was approved after this Committee was originally formed.

The second is to change the name of the committee. Since this committee’s responsibilities are as administrators and fiduciaries for ASME retirement plans, the EDESC is recommending the name be changed to the Retirement Plan Committee. The term Fiduciary Committee was causing some confusion, as this committee’s Fiduciary responsibilities are limited to the retirement plans.

The third reason for the proposed changes is to allow some flexibility to the EDESC in selecting Executive Management Team members to serve on the committee, as well as to not have to change the By-Law, if a member’s title were to change. The EDESC retains the authority to recommend committee members for appointment.

Due to the busy schedule of the Executive Director, the EDESC is recommending (at the ED’s suggestion) that John Delli Venneri replace him on the Retirement Plan Committee. This is the one proposed membership change at this time. This would make the current membership, John Delli Venneri, Laurel Raso and Bill Garofalo as the EMT members, Peter Cestaro as the Human Resources member, and Webb Marner as the PPT member.

Proposed motion for BOG Action: (if appropriate)

Approval of the Changes to By-Law B 5.2
Attachments:
B5.2 SECTORS AND COMMITTEES REPORTING TO THE BOARD OF GOVERNORS

B5.2.5.1 The Committee on Executive Director Evaluation and Staff Compensation, under the direction of the Board of Governors, has specific responsibility for making recommendations to the Board regarding the Executive Director's performance planning and evaluation and for making recommendations to the Board regarding the Executive Director's compensation, including salary and bonus recommendations.

The Committee shall also have the responsibility to advise the Board of Governors on activities of the Society's staff regarding: staff compensation, including bonus programs; volunteer evaluations of staff; staff planning and organization; staff training and development; staff and retiree benefit programs, including pension plans. The committee will also be responsible for staff related Society Policies P-7.1, (Recognition of Staff Members - 5 Years or More of Service) and P-7.2, (Staff Employment Guidelines).

In addition, the Committee has oversight responsibilities for the Pension Plan Trustees and the Fiduciary Retirement Plan Committee for Defined Contribution Plans.

B5.2.5.3 The Pension Plan Trustees, under the direction of the Committee on Executive Director Evaluation and Staff Compensation, shall have responsibility, as specified in the American Society of Mechanical Engineers Pension Plan, for the investment and ultimate distribution of the funds and may also act as Plan agent for the service of legal process.

The Pension Plan Trustees shall consist of up to seven members: the Treasurer of ASME; the Assistant Treasurer, and three to five at-large members recommended by the Committee on Executive Director Evaluation and Staff Compensation for appointment by the Board of Governors.

The terms of the at-large members shall be three years ending at the close of the second Society-Wide Meeting on a schedule established by the Committee on Executive Director Evaluation and Staff Compensation. Except as provided in this section, a Pension Plan Trustee who is a member-at-large may serve no more than two consecutive full terms. To be eligible for additional full terms, a member-at-large must be nominated by the Committee on Executive Director Evaluation and Staff Compensation upon a finding by the Committee that specifies exceptional circumstances warranting the additional terms, and a written statement of such findings must accompany the nomination when it is communicated to the Board of Governors by the Chair of the Committee. The
nominee may then be appointed only upon the affirmative vote of two-thirds of the entire Board of Governors.

**B5.2.5.4** The Fiduciary Retirement Plan Committee for Defined Contribution Plans, under the direction of the Committee on Executive Director Evaluation and Staff Compensation, shall have responsibility, as specified in the ASME Thrift Plan and the ASME Defined Contribution (DC) Plan, and the ASME 457(b) Plan and the ASME 401(k) Plan documents, including to act as Plan Administrator and Named Fiduciary for such plans and assume such responsibilities as developing investment policy statements, selecting and monitoring investment choices, benchmarking Plan administration expenses and investment plan administrators performance and selecting, appointing and retaining plan investment, governance and plan administration compliance advisors, as well as having the power to make ministerial and technically required plan amendments.

The Fiduciary Retirement Plan Committee for Defined Contribution Plans shall consist of five members; three members of the Executive Management Team the Executive Director, the Associate Executive Director of Finance and Administration, the Associate Executive Director of Human Resources and Facility Operations, the Director of Benefits and Payroll and one member of the Human Resources Department, and one Volunteer member of the Pension Plan Trustees, recommended to the EDESC by the Pension Plan Trustees. The four staff members will be nominated by the Executive Director and appointed at the discretion of the EDESC. The pension plan trustee shall be recommended by the Pension Plan Trustees and may be appointed at the discretion of the EDESC.

The ASME Staff members of the Committee may will be ex-officio members with vote for as long as they hold the positions described in this By-Law B5.2.5.4, in the Society. The Pension Plan Trustee member’s term will be for as long as he/she is a member of the Pension Plan Trustees.
ASME Board of Governors
Agenda Item
Cover Memo

Date Submitted: November 18, 2016
BOG Meeting Date: February 1, 2017

To: Board of Governors
From: History and Heritage Committee
Presented by: Thomas H. Fehring, P.E.
Agenda Title: Society Policy 15.6 – History and Heritage Landmarks

Agenda Item Executive Summary:

The History and Heritage Committee (HHC) recommends changes to the Society Policy on landmarks in order to reflect current practices as well as to accommodate a new landmark category on a trial basis.

The following changes are recommended:

- Deleting the sentence “A military work (e.g., weaponry) will be considered for designation in terms of its contribution to the practice of mechanical engineering.” from Section III.D. The History and Heritage Committee bases its decisions on the other sentence of Section III.D, “The work must have made a contribution to humanity in general and the profession and/or practice of mechanical engineering in particular.” The Committee will evaluate any military work proposed for landmark designation using this existing sentence as the criterion.

- Striking current language that states, “Works already in museum collections are considered for designation only under extraordinary circumstances since their importance is already recognized.” (There are some artifacts that would only be accessible to the public in a museum, for example the Sholes & Glidden typewriter and the Singer sewing machine.)

- The creation of an additional category of landmarks that would allow the committee to reflect mechanical engineering accomplishments that are not reflected by physical artifacts such as Carnot’s theorem and finite-element analysis, as well as items such as the first Otis safety elevator for which the earliest examples no longer exist. (The HHC proposes a limited three-year trial of this new category; the cost of inclusion is expected to be minimal since these items would likely not involve a physical landmark plaque or a ceremony.)

Proposed motion for BOG Action: Amended Society Policy 15.6 as attached

Attachments: PDF of MS-Word document
SOCIETY POLICY

HISTORY AND HERITAGE LANDMARKS

I. PREFACE

Society By-Law B2.1 states, “The Society shall publicize the engineering profession through the achievements of engineers.”

II. PURPOSE

A. The American Society of Mechanical Engineers wishes to:

1. Encourage mechanical engineers and others to become aware of their technological heritage;
2. Inform the public of such contributions;
3. Foster the preservation of the physical remains of historically important engineering works;
4. Provide an annotated roster of landmarks, sites, and collections in mechanical engineering for engineers, students, educators, historians, scholars and travelers;
5. Promote the inclusion of information about such achievements in guidebooks and maps for use by the general public; and finally,
6. Call attention to the great mechanical engineers who were associated with the invention, development or production of these singular technological achievements.

B. Occasionally a certain work may be recommended as a joint landmark with other professional or engineering organizations.

III. POLICY

The criteria to designate historic mechanical engineering work are:

A. The work must be an example of mechanical engineering. Where the historic mechanical engineering work is part of a larger entity, the mechanical engineering work must be specifically identified in the nomination.
If the work is designated, the designation will be specific to the mechanical engineering work and not to the larger entity.

B. The work must be:

1. An artifact that was (or could have been) conceived, designed, developed, or constructed by a mechanical engineer, and/or

2. A body of knowledge, analytical tool or code of practice developed or produced primarily by a mechanical engineer for use primarily by mechanical engineers, and/or

3. A place of historic significance to the practice and profession of mechanical engineering.

For a significant mechanical engineering achievement not reflected by a tangible artifact, such as a theory or an accomplishment for which it is impossible to identify an appropriate artifact, a work may be designated as a “virtual” landmark. This designation will be implemented on a trial basis for three years beginning in 2017 and evaluated at the conclusion of the period.

For 1., 2., and 3. above, the Policy is to designate tangible mechanical engineering work, e.g., artifacts, and not to designate something that is conceptual only or no longer exists. Similarly, processes will not be designated, but the associated machinery may be.

C. The work must represent a significant step in the history of mechanical engineering.

D. The work must have made a contribution to humanity in general and the profession and/or practice of mechanical engineering in particular.

A military work (e.g., weaponry) will be considered for designation in terms of its contribution to the practice of mechanical engineering.

E. The work must be distinguished by being unique (e.g., one-of-a-kind, last-surviving example of a widely used type) or possessing some other distinction. Complete reconstructions are usually not designated, but will be considered on their merits.

F. The designation of the historic mechanical engineering work must:

1. Enhance the public's understanding of the role of mechanical engineers in society, and/or

2. Celebrate and enhance the profession of mechanical engineering in general, and ASME in particular.

Preference will be given to a work that is accessible to mechanical engineers, historians, and the public.
G. Although work of any age will be considered for designation, sufficient time must have elapsed to enable objective judgment to be made of its lasting value.

H. The work should be tangible, visible, and accessible to mechanical engineers, historians, and/or the public.

I. The ASME designation should be the first such recognition of the historic mechanical engineering significance of the work by a professional society or historical organization. If such recognition has already been made, the Policy is to only consider a designation by ASME when it adds important value to the existing recognition.

Works already in museum collections are considered for designation only under extraordinary circumstances since their importance is already recognized.

IV. PROCEDURE

A. PROCEDURES FOR NOMINATING LANDMARKS (INCLUDING HERITAGE SITES AND COLLECTIONS)

The ASME member who nominates a candidate for landmarking has the responsibility for submitting the nomination form with proper documentation, written acceptance of ASME unit sponsorship, and appropriate notifications. ASME unit sponsorship includes responsibility for completion of the designation process through the preparation, execution and funding of the designation ceremony and publication of the approved commemorative brochure.

B. PROCEDURE FOR NOMINATING JOINT LANDMARKS

The Chair of the History and Heritage Committee will forward the nomination to the appropriate organization, requesting consideration of joint sponsorship with ASME. The nominating ASME unit will be advised of the action.

When Landmarks are co-sponsored, the staff liaisons of the respective organizations work closely together on brochure copy, invitations, mailing lists and ceremony details with the involved ASME units. All costs are shared equally.

C. APPROVALS

When a Landmark is approved by the Committee, the Chair informs the nominator in writing. The staff works closely with the sponsoring unit in arranging the ceremony, brochure, invitations and plaque casting.

D. FUNDING
Although there is no quota on the number of landmarks to be designated each year, the location, designation ceremony costs, availability of funds, and other factors must be considered in arranging the specific designation date and ceremony.

E. DEFERRALS

Decision on a proposed landmark may be deferred for lack of sufficient information until the next Committee meeting. In these cases the Chair writes to the nominator explaining the reason for the deferral, what further information is required and when the next meeting will be, so that the nominator has time to respond. This information is sent to the staff liaison for transmittal to the History and Heritage Committee.

F. REJECTIONS

When a proposed landmark is rejected, the chair writes to the nominator, explaining why the nomination did not meet the criteria. The nominator may return to the Committee with additional information asking that the nomination be reconsidered.

G. DESIGNATION PROCEDURES

A formal designation ceremony is held for each Landmark. In addition to the ceremony, a brochure is prepared and a plaque is made for permanent display at the Landmark. The formal designation is developed with the assistance of the ASME staff liaison and generally includes a brief ceremony, a luncheon, dinner, or suitable refreshments, and tour where appropriate. The President of ASME is generally present, as is a representative of the History and Heritage Committee.

H. BUDGETING

The History and Heritage Committee’s budget contains modest funds for plaques, Committee representation, staff assistance in planning, web publishing, promoting and related communications and to assist sponsoring ASME units with the printing of commemorative brochures and invitations, should aid be necessary. Nominating sponsors (ASME units) are responsible for all other expenses incurred, and this may include funds raised or provided in-kind from local sponsors and the landmark owner. The History and Heritage staff liaison should be consulted early in the planning stages for assistance.

Responsibility: History and Heritage Committee

Reassigned from Public Affairs and Outreach Sector 9/19/14
Reassigned from Centers Board of Directors/Board on Public Awareness 6/2012
Reassigned from Council on Public Affairs/Board on Public Information 6/12/05
AGENDA ITEM EXECUTIVE SUMMARY: (DO NOT EXCEED THE SPACE PROVIDED)

The Committee on Honors at its November 15, 2016 meeting approved the establishment of the Bioengineering Division Robert N. Nerum Medal.

PROPOSED MOTION FOR BOG ACTION:

To accept the Committee on Honors recommendation to establish Robert N. Nerum Medal as a Society Level Award.

ATTACHMENT: Yes
Proposal to Establish

The ASME Bioengineering Division
Robert M. Nerem Medal for Education and Mentorship

A proposal for consideration by the

Bioengineering Division of ASME

1. Introduction.
Disseminating and applying engineering knowledge is one of the three missions of ASME. Excellent teaching and mentoring of trainees is essential to advancing the field of mechanical engineering. The proposed Medal will be a society level achievement award that will recognize an extraordinary and sustained level of lifetime achievement in the field of bioengineering education and mentoring. This award is distinct among other awards offered by the Bioengineering division in that it specifically celebrates excellence in mentoring and teaching of trainees, and is the only such Bioengineering Division award to do so.

2. Name of Award. ASME Bioengineering Division Robert M. Nerem Medal for Education and Mentorship

3. Achievement to be Recognized. Extraordinary and sustained level of lifetime achievement in the field of bioengineering education and mentoring

4. Outline of Award with Reasons for the Award to be Established
This award is proposed in honor of Robert M. Nerem, Ph.D., the Parker H. Petit Distinguished Chair for Engineering in Medicine and Institute Professor Emeritus at the Georgia Institute of Technology. Dr. Nerem is also the Founder of, and for many years was the Director of, the Institute for Bioengineering and Biosciences at Georgia Tech, a diverse multidisciplinary research center. Dr. Nerem joined the faculty at Georgia Tech in 1987 following more than 20 years of service at both Ohio State University and the University of Houston as a Professor of Mechanical Engineering. Over 95 graduate students and 21 postdoctoral researchers have studied and worked under his mentorship from every corner of the world.

Dr. Nerem is a pioneer in biomechanical engineering and is renowned for his many contributions to the field. He is a member of both the National Academy of Engineering and the Institute of Medicine of the National Academy of Sciences (now renamed the National Academy of Medicine). In 2008 he received the Founders Award from the National Academy of Engineering. At that time he was only the third bioengineer to receive this award following Y.C. Fung in 1998 and Shu Chien in 2006. He is also a Fellow of the
American Academy of Arts and Sciences, and he is a Foreign Member of both the Polish Academy of Sciences and the Royal Swedish Academy of Engineering Sciences. Nerem also holds honorary doctorates from the University of Paris, Imperial College London and Illinois Institute of Technology.

Arguably more significant than his scholarly achievements is the deep commitment to mentorship that Dr. Nerem has demonstrated through his career. For example, in 2000 Dr. Nerem established what now is called The Petit Undergraduate Research Scholars program, a competitive scholarship program that serves to develop the next generation of leading bioengineering and bioscience researchers by providing a paid comprehensive research experience for a full year. This program is open to all Atlanta area university students, and was originally established by Dr. Nerem as a summer research experience for undergraduate Georgia Tech students from a National Science Foundation (NSF) Engineering Research Center (ERC) award to Georgia Tech. The program was later expanded to a full year research opportunity that has grown from funding 7-10 scholars per year to 22 scholars in 2016. To date, the program has funded over 240 scholars from Georgia Tech, Morehouse College, Spelman College, Georgia State University, Emory University, Agnes Scott College and Georgia Gwinnett College, many of whom have gone on to distinguished careers in research, medicine and industry.

Dr. Nerem was instrumental in the establishment of The American Institute for Medical and Biological Engineering (AIMBE), the authoritative voice and advocate for the value of medical and biological engineering to society. Dr. Nerem served as the founding president of AIMBE. Part of the mission of AIMBE is to “Inspire, educate, and involve young people who will be the future leaders of medical and biological engineering”, which it does through annual events and advocacy for the field as a whole. Dr. Nerem served for three years on the Science Advisory Board of FDA, and he was also heavily involved in the establishment of the newest member of the National Institutes for Health, namely the National Institute of Biomedical Imaging and Bioengineering (NIBIB). NIBIB of course supports many trainees through its fellowship programs, and Dr. Nerem served as the Special advisor for Bioengineering for three years during NIBB’s early formative years. Thus, Dr. Nerem’s leadership can truly be said to have had a national mentoring impact. In addition, he has served as President of the International Federation for Medical and Biological Engineering and also President of the International Union for Physical and Engineering Sciences in Medicine.

More recently, Dr. Nerem has spearheaded the establishment of the ENGAGES program, designed to introduce under-represented minority high school students to careers in science and engineering. This successful program (http://petitinstitute.gatech.edu/project-engages-it-takes-community) has been enabled by Nerem, including organizational leadership and personal fundraising through corporate and individual donors. To date, 85 students have participated, 12 of which have worked closely with Dr. Nerem.

In summary, Dr. Nerem’s commitment to education and mentorship has been to students at all levels. His activities have led, directly and indirectly, to mentorship of literally thousands of trainees at institutions across the USA and internationally. Further, in a very real sense he has served as a mentor to the worldwide bioengineering community, as this field has evolved
over the past half a century.

5. **Comparison to other similar ASME Awards**
At the time of the preparation of this document, ASME does not offer any other awards for excellence in education and mentoring.

6. **Nominee Requirements/Criteria.** Any member of the ASME Bioengineering Division who has demonstrated a sustained level of outstanding achievement in education and mentoring of trainees may be eligible for the award. Examples of meritorious activity include: leadership within the nominee’s institution, mentoring activities that are above and beyond those expected from others employed in similar positions, mentoring activities tailored to meet the needs of the trainees, and innovative mentoring activities. Excellence can be established, *inter alia*, by provision of quantitative information regarding the trainees’ demographics, current positions (if known), and a brief summary of their most significant accomplishments. Note that, while research excellence may be used to illustrate excellence in education and mentoring, it is not necessary for consideration for this award; this award is for excellence in education and mentoring of trainees. The award may be made to qualified domestic as well as international members.

7. **Limitations**
None noted.

8. **Form of Award.** Honorarium of $1,000; a metallic medal featuring a likeness of Robert M. Nerem; a certificate; and both travel and registration to a conference where the recipient will be recognized.

Initial cost for the medal die is estimated to be $4,000-$5,000 and then the annual cost for producing the medal is estimated to be $300-$500 per year. The cost associated with the production of the certificate is estimated to be $50-$100 per year. The Chair of the *ASME Bioengineering Division Awards Committee* will keep the current information about the medallion vendor on file.

Additional funds will be made available to cover the start-up expenses of a new award which will include medal design, medal striking, ordering at least five (5) new medals for inventory and certificates.

9. **Award Endowment.** $75,000 has been raised and is deposited with the Foundation (via the Bioengineering Division custodial account).

10. **Sponsorship and Administrative Responsibility.** The ASME Bioengineering Division is the sponsor for the *Robert M. Nerem Medal*. The *Robert M. Nerem Medal* Committee, a special awards committee proposed by the Bioengineering Division and approved by ASME/COH, will have administrative responsibility for selecting proposed nominees for the medal to ASME/COH. The final approval will be by ASME/COH.
In addition to full nomination details for the finalist, the special award committee will send a summary report/list of all nominations considered to indicate the pool of candidates in each award cycle to the ASME Committee on Honors (ASME/COH). If the recommended awardee by the special awards committee is not eligible for any reason, the ASME/COH will consult the special awards committee chair to choose an alternate.

For information and submission of nominations, contact the Chair of the Robert M. Nerem Medal Committee. More specific contact information will be provided on the ASME website.

**SUBMISSIONS FOR AWARD NOMINATION**

Award SAC: December 1 (in 2016), and September 1 thereafter.

ASME Committee on Honors: March 1 or other as decided by the Honors Committee.

**11. Selection Process.** The Medal Committee, a special awards committee, will select the awardee for final approval by the ASME Committee on Honors (ASME/COH). Nominations of potential awardees are accepted by the Medal Committee from any ASME member with active Bioengineering Division participation. The awardee must have no more than one negative vote within the special awards committee. In some years, there may not be any awardee to recommend to ASME/COH.

The Medal Committee will consist of five members including its Chair; the Chair will be designated by the Executive Committee of the Bioengineering Division. The members of the Medal Committee will be recommended to ASME/COH by the Bioengineering Division for three-year terms, and there will ordinarily be a limit of two successive full terms. Members of the Medal Committee will be selected from the pool of membership of the Bioengineering Division. It is expected that after a few years of continuous operation, 1-2 new members will join the Medal Committee every year.

The Chair of the Medal Committee will work with the staff members of ASME Committee on Honors to determine the venue for award presentation and related ceremonies. This typically takes place at the Division’s Summer Bioengineering Conference.

**12. Frequency of Award.** Annual. However, the award will not be given if highly qualified nominees are not available in a particular year in the judgment of the Medal Committee.

**13. Nomination Deadline.** December 1 (in 2016; September 1 thereafter) to the Medal Committee (unless otherwise decided by the Honors Committee; also see items 11 and 12). An exception may be made to this deadline in the anticipated inaugural year of the award.
ASME Board of Governors
Agenda Item
Cover Memo

Date Submitted: Draft January 17, 2017
BOG Meeting Date: February 1, 2017

To: Board of Governors
From: ASME Presidential Task Force on High Performing Board
Presented by: Bill Wepfer, ASME Governor/Chair, Task Force
Agenda Title: Motion to approve specific segments of the roles & responsibilities matrix

Agenda Item Executive Summary:
The Roles & Responsibilities matrix was developed leveraging the collaborative efforts at the Board of Governors retreat in Hamilton, Bermuda on July 12-15, 2016. The High Performance Board Task Force has continued developing the R&R Matrix as part of the overall effort to design the desired future state at ASME. The matrix will be shared prior to the working session.

Proposed motion for BOG Action:
Whereas the Board of Governors reviewed and discussed the following sections (below) on January 31, 2017, and now endorses these sections of the Roles & Responsibilities matrix and directs appropriate further development.

General Duties
Policy
Finance and Financial Performance
External Communications
Public Policy Positions
Legal & Ethics
Risk Management

The High Performance Board Task Force will provide a complete Roles & Responsibilities matrix for formal approval on or for the June 2017 Board of Governors Meeting.
ASME Board of Governors  
Agenda Item  
Cover Memo

Date Submitted: Draft January 17, 2017  
BOG Meeting Date: February 1, 2017

To: Board of Governors  
From: ASME Presidential Task Force on Strategy & Planning  
Presented by: John Goossen, ASME Governor/Chair, Task Force  
Agenda Title: Motion to write an operation guide for a new committee on strategy.

Agenda Item Executive Summary:  
ASME Board of Governors has led an extensive effort over the last two years related to enterprise strategic planning. The current strategic plan represents a significant change of direction for ASME and provides a good baseline for strategic planning going forward. To ensure the strategic planning is forward-facing and doesn't get outdated, it is essential for the plan to be reviewed comprehensively, by the Board, on a regular basis and tied to short and long term goals (e.g. 10-3-1) and key performance indicators (KPIs).

Over the last several years the ASME has disbanded a strategy committee reporting directly to the BOG and replaced it with various ad hoc strategy task force committees. All of these task forces have contributed to the basis of the current approved strategy and to ensure its endurance and continuity, it is clear to the members of the FY2017 Taskforce on Strategy and Planning (John Goossen, Chair) that the creation of a permanent strategy committee to the Board is needed. Development of the roles and responsibilities for a High Performance Board and a Staff Strategy function has clearly identified gaps and further supports the need for the establishment of a strategy committee to the Board to ensure ASME effectively communicates and implements the current plan, and creates and monitors short and long term goals and KPIs, and helps the Board navigate future challenges and opportunities facing the ASME.

Proposed motion for BOG Action:  
Whereas the ASME Board of Governors has determined there is a need for a strategy and planning committee, it hereby requests the FY17 ASME Presidential Task Force on Strategy & Planning to bring forth a draft operation guide for a Strategy Advisory Committee (SAC) at the March or April 2017 Board meeting for discussion. In addition to the draft operating guide, it is anticipated that the current Society governing documents will need to be amended.

Financial Implications:
The task force may request an in-person meeting to develop documents. With travel and expenses, the cost will range from $6,000-$12,000. Financial implications for forming a new committee will be included in the formal motion for approval during the June 2017 Board meeting.

Pros/Cons:
Pro – The Board has discussed a new strategy committee during FY16 and FY17 sessions so this endorsement will take a next step to forming this committee. Proposed roles & responsibilities are outlined in the background material.

Con – The task force may be wasting time if the Board does not approve forming the committee after bylaws are written.

Background:
A major concern with forming a strategy committee is that the committee may become a “shadow board” with too much power while the Board itself may feel they have delegated one of their major responsibilities (that is, to “own” the strategic direction of ASME) to one of its committees. To address this concern, the FY17 task force working with the President’s High Performance Board task force (HPBTF) has outlined the roles of each critical component to guard against this concern.

Outlined below are the roles and responsibilities (R&R) of three essential components of a strong organizational strategic planning function. The below will be provided as input to other task forces, committees and operations, as needed, for use in developing interface guidelines with the SAC.

1) Board of Governors; 2) Strategy Advisory Committee; and 3) Strategy staff

Roles & Responsibilities (will be used to write bylaws)

<table>
<thead>
<tr>
<th>Board of Governors (Input to HPBTF and Final BOG R&amp;R will be completed by the HPBTF)</th>
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<tbody>
<tr>
<td>• Owns the Society’s mission and vision and reviews them on a regular basis to ensure their appropriateness</td>
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<tr>
<td>• Owns the strategic direction and strategic plan of ASME</td>
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<tr>
<td>• Ensure the continuity of the strategy</td>
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<tr>
<td>• Responsible for ensuring and guiding development and approval of the enterprise strategic plan</td>
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<tr>
<td>• Knowledgeable about current and future trends impacting ASME; engages in strategic and generative discussions to support the plan</td>
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<tr>
<td>• Establishes financial objectives &amp; approves final budget</td>
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<tr>
<td>• Monitors, reviews, and advises on implementation of strategic plan and supporting implementation plans including business plans with metrics</td>
</tr>
<tr>
<td>• Approves goals and metrics that measure ASME’s progress towards its Objectives/Enterprise Goals</td>
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</table>
• Embraces and promotes the enterprise strategy across all ASME by communicating the strategy itself as well as the challenges and opportunities
• Assists staff on particular tasks when Governors’ access to professional contacts and subject matter expertise is valuable

Strategy Advisory Committee (volunteer & staff team) (Input to HPBTF for R&R Matrix)

• Ensures the long term continuity of strategy & planning through successive Boards and provides oversight that any proposed changes are properly vetted and approved by the Board
• Provides direction & guidance on tasks related to strategy & planning
• Reviews and provides feedback on strategy-related presentations & recommendations prior to them being presented to the Board; ensures all appropriate strategy issues are reviewed by the Board
• Ensures ongoing relevance, appropriateness, and achievability of plan and provides Board with timely recommendations, as needed
• Provides recommendations, when needed, to the Board related to appropriateness of the Society’s mission and vision
• Develops process and then regularly reviews the process for maintaining, updating, and communicating ASME’s strategic plan
• Creates a mechanism and process for Board to monitor ASME’s progress towards its Enterprise Goal and Objective and tactical goals
• Receives regular updates on progress towards Enterprise Strategic Goal & Objectives and tactical goals
• Provides input to staff and reviews recommendations related to proposed Deep Dive generative discussions, relevant speakers, and materials for Board
• Discusses and recommends funding strategies including recommendations on strategic transactions (e.g., mergers & acquisitions, partnerships, alliances); works with COFI to ensure funding for priority strategic initiatives are available and included in the budget.
• Interfaces with the leadership of other committees (e.g., EDESC, SMC) to ensure alignment

Strategy & Planning staff team (Input for HPBTF R&R Matrix and for Operations Performance Guide)

• Drafts strategy-related documents for review, discussion, and revision by Strategy Advisory Committee and then approval by Board
• Oversees the annual process for maintaining, updating, and communicating ASME’s strategic plan
• Works with Strategy Advisory Committee to identify topics for Deep Dive generative discussions and to select relevant speakers and materials for Board
• Maintains a current environmental scan and presents to Strategy Advisory Committee & Board annually
• Scans the horizon for opportunities/threats
• Maintains a mechanism for stakeholders to provide input on trends, opportunities and/or threats
• Interfaces with other committees (e.g., EDESC, SMC) to ensure alignment
• Maintains and implements a comprehensive communications plan that keeps stakeholders informed of progress & process
• Ensures traceability and documentation of Board-approved strategy and supporting elements, and maintains a controlled document file
• Immediately advises the SAC of critical issues or changes that could impact the strategy or its implementation
ASME Board of Governors
Agenda Item
Cover Memo

Date Submitted: January 17, 2017
BOG Meeting Date: February 1, 2017

To: Board of Governors
From: ASME Finance
Presented by: William Garofalo
Agenda Title: Renewal of Chase Bank Line of Credit

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

ASME is in the process of renewing the $5,000,000 Chase Bank Line of Credit. This line of credit has been in place since March, 2007 and the terms of the agreement have not changed from last year. The renewal is for one-year. The line was established to service short-term working capital needs. ASME currently has no funds drawn from this line of credit.

ASME renews this line of credit on an annual basis. This information is being provided for informational purposes only. No action is required.

Proposed motion for BOG Action: (if appropriate)

None

Attachments: