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DRAFT AGENDA BOARD OF GOVERNORS

Day & Time: Thursday, April 20, 2017 4:00PM – 6:00 PM
Friday, April 21, 2017 8:00 AM – 2:30 PM

Location: ASME Headquarters
New York, NY

1. Opening of the Meeting (5 minutes)

1.1. Call to Order

1.2. Adoption of the Agenda

1.3. Announcements

1.4. Consent Items for Action

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 March 19, 2017

1.4.3. Proposed Appointments
(Agenda Appendix 1.4.3)

1.4.4. Membership Dues Increase
(Agenda Appendix 1.4.4)

2. Agenda Items

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

DISCUSSION

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

DISCUSSION

2.3. Report on Closed Sessions from March 19 & 20, 2017 (5 minutes)
Keith Roe

INFORMATION

2.4. Financial Update (30 minutes)
Vickie Rockwell & Bill Garofalo

INFORMATION

2.5. Marketing Progress Report (30 minutes)
Josh Heitsenrether and Jeff Patterson
(Agenda Appendix 2.5)

DISCUSSION

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- 2.6. Creation of Strategy Advisory Committee and Elimination of Committee on Governance
(10 minutes) ACTION
John Goossen
(Agenda Appendix 2.6)

Open Session will recess at 6:00 PM on Thursday, April 20, 2017.

Open Session will resume on Friday, April 21, 2017 at 8:00 AM. (Breakfast at 7:30 AM.)

- 2.7. Go To Research (90 minutes) DISCUSSION
Jeff Patterson & Jim Warrick
(Agenda Appendix 2.7)

Break (15 minutes)

- 2.8. Integrated Operating Plan (90 minutes) DISCUSSION
Jeff Patterson
(Agenda Appendix 2.8)

Break (15 minutes)

- 2.9. Guest Speaker (60 minutes) DISCUSSION
Stephen Tetlow, Chief Executive of the Institution of Mechanical Engineers

LUNCH (12:30 PM- 1:30 PM)

3. Closed Session Agenda Items

- 3.1. Defined Benefit Pension Plan (20 minutes) ACTION
Philip Deitch & Vickie Rockwell
(Agenda Appendix 3.1)

4. New Business

5. Closed Session Information Items

- 5.1. Report from Corporate Counsel

6. Adjournment

List of Appendices

- 1.4.3 Proposed Appointments
- 1.4.4 Membership Dues Increase
- 2.5 Marketing Progress Report
- 2.6 Creation of Strategy Advisory Committee and Elimination of Committee on Governance
- 2.7 Go To Research
- 2.8 Integrated Operating Plan
- 3.1 Defined Benefit Pension Plan (Closed)
- 5.1 Report from Corporate Counsel (Closed)

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Dates of Future Meetings

DATE	DAY	TIME	LOCATION
June 11, 2017 (a)	Sunday	8:30 AM – 4:30 PM	Newport Beach, CA
June 14, 2017 (b)	Wednesday	10:00 AM – 3:00 PM	Newport Beach, CA
July 11-15, 2017 (b) BOG Retreat	Tuesday-Saturday	TBD	Coeur d’Alene, Idaho
November 4, 2017 (b)	Saturday	8:00 AM – 4:00 PM	Tampa, FL

(a) 2016-2017 Board of Governors (b) 2017-2018 Board of Governors

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

Date Submitted: April 3, 2017
BOG Meeting Date: April 20, 2017

To: Board of Governors
From: (Sector/Unit/Task Force/Other) Committee on Organization and Rules
Presented by: Larry Dickinson
Agenda Title: Proposed Appointments

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

Proposed appointments reviewed by the Committee on Organization and Rules on March 29, 2017.

Proposed motion for BOG Action: (if appropriate)

Approve the proposed appointments.

Attachments:

Appointment listing.

**APRIL 2017
PROPOSED APPOINTMENTS TO
ASME UNITS**

Internal Unit	Nominee	Appointment Position/Title	Appointment Term/Category	Appointment Type	History
Council on Standards and Certification	Howard Harary	Member-at-Large	June 2017 -June 2020	Reappointment	Board on Hearing and Appeals
Council on Standards and Certification	Laura Hitchcock	Member-at-Large	June 2017 - June 2019	Initial	Senior VP, Standards and Certification
Council on Standards and Certification	Mohammad Hosni	Ex-officio member representing Board on Hearings and Appeals	June 2017- June 2020	Reappointment	Board on Codes and Standards Operations
Council on Standards and Certification	Bernard Hrubala	Member-at-Large	June 2017 - June 2020	Initial	Board of Governors
Council on Standards and Certification	R. Michael Parnell	Member-at-Large	June 2017 - June 2018	Initial	Board on Safety Codes and Standards
Council on Standards and Certification	Daniel Peters	Member-at-Large	June 2017 - June 2020	Initial	Board on Pressure Technology Codes and Standards
Council on Standards and Certification	Rick Swayne	Vice Chair, Operations	June 2017 - June 2020	Reappointment	Board on Codes and Standards Operations
Council on Standards and Certification	Brian Thomas	Member-at-Large	June 2017 - June 2020	Initial	U.S. Nuclear Regulatory Commission
Council on Standards and Certification	Steven Wallace	Vice Chair, Strategic Initiatives	June 2017 - June 2020	Initial	Board on Standardization and Testing
Committee on Organization and Rules	Robert Camp	Member-at-Large	June 2017 - June 2020	Initial	Committee on Early Career Development
Committee on Organization and Rules	C. Wesley Rowley	Member-at-Large	June 2017 - June 2020	Initial	Vice President, Nuclear Codes and Standards

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

Date Submitted: March 31, 2017
BOG Meeting Date: April 20-21, 2017

To: Board of Governors
From: COFI
Presented by: Victoria Rockwell
Agenda Title: Membership Dues Increase

Agenda Item Executive Summary:

COFI has reviewed the 2017-2018 membership dues calculation.

COFI voted to recommend to increase membership dues from \$151.00 to \$155.00 to the Board of Governors.

Proposed motion for BOG Action:

COFI recommends approval to increase membership dues for 2017-2018 to \$155.00.

Attachments:

ASME 2017-2018 Membership Dues Calculation

MOTION:

To approve 2017-2018 membership dues of \$155.00.

ASME 2017-2018 Membership Dues Calculation

October 2016 Dues		\$151.42
January 2017 CPI	242.839	
January 2016 CPI	236.916	
Inflator (Jan 17 CPI ÷ Jan 16 CPI)		1.02500042
October 2017 Membership Dues allowable under ASME C9.1.1		\$155.21

Recommended October 2017 Membership Dues (Rounded down as per Society Policy 14.5)	\$155.00
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**ASME Board of Governors
Agenda Item
Cover Memo**

**Date Submitted: April 5, 2017
BOG Meeting Date: April 21, 2017**

**To: Board of Governors
From: Marketing
Presented by: Jeff Patterson and Josh Heitsenrether
Agenda Title: Marketing Progress Report Update**

Agenda Item Executive Summary:

A report on results/progress on Marketing initiatives presented to the BOG in November.

Proposed motion for BOG Action: None.

**Attachments:
None**

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

Date Submitted: April 6, 2017
BOG Meeting Date: April 21, 2017
BOG Review Date April 6, 2017

To: ASME Board of Governors

From: ASME Presidential Task Force on Building a High Performing Board and ASME Presidential Task Force on Strategy & Planning

Presented by:

Bill Wepfer, ASME Governor, Chair of ASME Presidential Task Force on Building a High Performing Board;

John Goossen, ASME Governor, Chair, ASME Presidential Task Force on Strategy & Planning

Agenda Title: Motion to change existing by-laws to create Strategy Advisory Committee and eliminate Governance Committee

Agenda Item Executive Summary:

There is a connection between the existing description of the Governance Committee and the planned activities of the Strategy Advisory Committee so this is a joint motion – eliminate the Governance Committee (COG) and create a Strategy Advisory Committee (SAC).

On February 1, 2017, the Board voted to create a strategy and planning committee named the Strategy Advisory Committee (SAC), reporting to the ASME Board of Governors. This motion includes the by-laws to officially create it.

Elimination of Committee on Governance:

The Committee on Governance has been dormant for FY16 & FY17. The last time this committee met was in May 2014. Eliminating COG would codify our current practice.

ASME By-Law B5.2.6.1 and B5.2.6.2 gives two major responsibilities to COG. The recommendation is to give one responsibility to VOLT, which already works with senior volunteers and the Nominating Committee on orienting future leaders. The other responsibility will be given to SAC.

Current Committee on Governance	Post-Committee on Governance
“identify and recommend appropriate training and orientation for members of the Board of Governors”	VOLT operations guide
“evaluate and recommend Board structures and processes that will encourage efficient and effective Board operation, governance, decision-making practices, and strategic management and planning”	SAC operations guide

Creation of Strategy Advisory Committee:

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 Board 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. 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.

Financial Implications:

- Currently there is no budget for Committee on Governance so there are no savings with its elimination.
- Most of the work of the new Strategy Advisory Committee will be done via phone or Web so there are no additional direct costs.
- It is anticipated that SAC may meet one or two times per year, in-person. The assumption is that in-person meetings will be held in conjunction with already scheduled Board meetings (where most members will already be) or held in the ASME NYC offices, to keep costs lower.
- Budget request – a total of \$30,000¹

Proposed motion for Board of Governors Action:

The Board of Governors accepts the following changes to current ASME By-laws B5.2.2, 5.2.6.1 and 5.2.6.1. These changes eliminate the Committee on Governance and create the Strategy Advisory Committee.

B5.2.2 The following Standing Committees shall report to the Board of Governors and shall be appointed by the Board or the President as determined in the By-Laws: Committee on Organization and Rules, Committee on Finance and Investment, Audit Committee, Committee on Executive Director Evaluation and Staff Compensation, [Strategy Advisory Committee](#), ~~Committee on Governance~~, Committee on Honors, and the Committee of Past Presidents. Each Standing Committee shall maintain its own operation guide as prescribed by Society Policy. If a Standing Committee includes individuals who are not Governors, it is

¹ As a reference point, COFI currently spends between \$10,000-\$15,000 per in-person meeting.

not a committee of the Board and may not bind the Board; provided, however, that the Committee on Finance and Investment may bind the Board with respect to investment matters without regard to whether it includes individuals who are not Governors.

~~B5.2.6.1 The Committee on Governance (COG) under the direction of the Board of Governors, shall have the responsibility to identify and recommend appropriate training and orientation for members of the Board of Governors and to evaluate and recommend Board structures and processes that will encourage efficient and effective Board operation, governance, decision-making practices, and strategic management and planning.~~

~~B5.2.6.2 The COG membership will consist of the Immediate Past President and three governors appointed by the President, one from each governor term. The Senior Governor will serve as the Chair.~~

B5.2.6.1 The Strategy Advisory Committee (SAC) under the direction of the Board of Governors, shall have the responsibility to provide direction and guidance on tasks related to ASME's strategy and planning; to provide recommendations on ASME's mission and vision; to maintain, update, and communicate ASME's strategic plan with the ASME community; to oversee progress on ASME's Enterprise Objectives and Goals; and to provide guidance related to generative discussions, speakers, and materials for the Board of Governors.

B5.2.6.2 The SAC membership will consist of the President; three governors, one who serves in parallel with his/her Board term and selected by the ASME President prior to the governor's first year on the Board; a member of the Industry Advisory Board; a member from the academic community; and one optional member selected by the ASME President. The staff executive assigned to this committee will be an ex officio member without vote. The Strategy Advisory Committee shall consist of a Chair, a Vice Chair and a membership as determined by the Board of Governors.

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

**Date Submitted: April 5, 2017
BOG Meeting Date: April 21, 2017**

**To: Board of Governors
From: Chief Operating Officer
Presented by: Jeff Patterson & Jeff Warrick of Beacon Technology Partners
Agenda Title: Go To Organization Research**

Agenda Item Executive Summary:

A presentation of results and recommendations.

Proposed motion for BOG Action: None.

**Attachments:
None**

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

**Date Submitted: April 5, 2017
BOG Meeting Date: April 21, 2017**

**To: Board of Governors
From: Chief Operating Officer
Presented by: Jeff Patterson
Agenda Title: IOP Update**

Agenda Item Executive Summary:

A discussion on the three sample IOP section contents, and an update on planning progress/next steps.

Proposed motion for BOG Action: None.

Attachments: None.