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DRAFT AGENDA BOARD OF GOVERNORS

Day & Time: Wednesday, September 27, 2017 12:00 PM – 5:10 PM

Thursday, September 28, 2017 8:00 AM – 12:00 PM

Location: Montclair State University Conference Center, Montclair, New Jersey

A private lunch will be served for Board members and nominees only at 12:00 PM.

A separate lunch will be served for other attendees at 12:00 PM.

1. Closed Session Agenda Items

- 1.1. Board Dialogue over Lunch (60 minutes) DISCUSSION
Charla Wise
***Board and Nominees Only**
- 1.2. Discussion on Executive Director Transition (30 minutes) DISCUSSION
Charla Wise
***Board, Nominees, and Past Presidents Only**

BREAK (1:30-1:45 PM)

- 1.3. Welcome (5 minutes)
Charla Wise
- 1.4. Interview of 2018-2021 Public Affairs & Outreach SVP-Nominee (20 minutes) ACTION
Tim Wei
(Agenda Appendix 1.4)
- 1.5. Interview of 2018-2021 Student & Early Career Development SVP-Nominee (20 minutes) ACTION
Paul Stevenson
(Agenda Appendix 1.5)
- 1.6. Audited Financial Statements (30 minutes) ACTION
William Garofalo and Bryan Erler
(Agenda Appendix 1.6)
- 1.7. FY17 Enterprise Performance Results (15 minutes) ACTION
Tom Loughlin & Keith Roe
(Agenda Appendix 1.7)

BREAK (3:15-3:25 PM)

- 1.8. Legal Update (15 minutes) INFORMATION
John Delli Venneri and Laurel Raso

2017-2018 Board of Governors-Agenda
September 27-28, 2017
Page 2 of 5

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|-------|--|------------|
| 1.9. | <u>FY18 Integrated Operating Plan and Budget</u> (30 minutes)
Laura Hitchcock, Jeff Patterson, and Rob Pangborn | ACTION |
| 1.10. | <u>FY18 Staff Incentive Objectives</u> (30 minutes)
Tom Loughlin and Keith Roe | DISCUSSION |
| 1.11. | <u>FY18 Executive Director's Goals</u> (30 minutes)
Keith Roe | DISCUSSION |

The Closed Session will conclude at 5:10 PM on Wednesday, September 27.

Thursday, September 28, 2017

The Open Session will begin on Thursday, September 28 at 8:00 AM. Breakfast will be served at 7:30 AM.

2. Opening of the Meeting (10 minutes)

2.1. Call To Order

2.2. Adoption of the Agenda

2.3. Announcements including celebrations

2.4. Consent Items for Action

2.4.1. 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.

2.4.2. Approval of Minutes from Meetings on June 11, 2017 and June 14, 2017

2.4.3. Proposed Appointments (COFI, Group Engagement Committee, Environmental Engineers and Scientist, Tribology Council)
(Agenda Appendix 2.4.3)

2.4.4. Update to By-law B4.3.5 under section 4.3 Officers- Clarity of Executive Director's Responsibilities
(Agenda Appendix 2.4.4)

2.4.5. Revision of Strategy Flyer
(Agenda Appendix 2.4.4)

3. Open Session Agenda Items

3.1. President's Remarks (10 minutes) DISCUSSION
Charla Wise

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

3.3. Report on Closed Session from September 27, 2017 (5 minutes) INFORMATION
Charla Wise

3.4. Introductions (10 minutes) DISCUSSION

3.5. Planning for FY19 IOP/Budget (30 minutes) DISCUSSION
Said Jahanmir and Jeff Patterson

2017-2018 Board of Governors-Agenda
September 27-28, 2017
Page 4 of 5

- 3.6. Board Retreat Follow-Up and Hindsight (45 minutes) DISCUSSION
Charla Wise and Elena Gerstmann

BREAK (10:00 – 10:15 AM)

- 3.7. Strategic Topic – Learning and Development (60 minutes) DISCUSSION
Jeff Patterson

- 3.8. Tiger Team – Segregated Accounts (30 minutes) DISCUSSION
TBD

4. New Business

5. Information Items

- 5.1. Committee of Honors Annual Report

- 5.2. Committee of Organization and Rules Annual Report

- 5.3. Committee of Past Presidents Annual Report

6. Closed Information Items

- 6.1. Legal Report

- 6.2. Defined Benefit Plan Update

7. Adjournment

2017-2018 Board of Governors-Agenda
September 27-28, 2017
Page 5 of 5

List of Appendices

- 1.4 Interview of 2018-2021 Public Affairs & Outreach SVP-Nominee
- 1.5 Interview of 2018-2021 Student & Early Career Development SVP-Nominee
- 1.6 Audited Financial Statements
- 1.7 FY17 Enterprise Performance Results
- 1.8 Legal Update
- 2.4.3 Proposed Appointments
- 2.4.4 Update to By-law B4.3.5-Clarity of Executive Director's Responsibilities
- 2.4.5 Revision to Strategy Flyer
- 5.1. Committee of Honors Annual Report
- 5.2. Committee of Organization and Rules Annual Report
- 5.3. Committee of Past Presidents Annual Report
- 6.1 Legal Report
- 6.2 Defined Benefit Plan Update

Dates of Future Meetings

DATE	DAY	TIME	LOCATION
November 4, 2017 (a)	Saturday	8:30 AM – 4:30 PM	Tampa, FL
February 8-9,2018 (a)	Thursday-Friday	February 8: 1:00PM-5:00PM February 9: 8:00AM-12:00PM	New York, NY or NJ
April 19-20, 2018 (a)	Thursday-Friday	April 19: 1:00PM-5:00PM April 20: 8:00AM- 12:00PM	New York, NY or NJ
June 3, 2018 (a)	Sunday	8:30AM-4:30PM	Vancouver, Canada
June 6, 2018 (b)	Wednesday	10:00 AM – 3:00 PM	Vancouver, Canada

(a) 2017-2018 Board of Governors (b) 2018-2019 Board of Governors

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

**Date Submitted: September 5, 2017
BOG Meeting Date: September 27-28, 2017**

**To: Board of Governors
From: Committee of Organization and Rules
Presented by: COR
Agenda Title: Proposed Appointments**

Agenda Item Executive Summary:

Proposed appointments reviewed by the COR on September 5, 2017.

Proposed motion for BOG Action:

To approve the appointments listed in Agenda Appendix 2.4.3

Attachments: Document attached.

**SEPTEMBER 2017
PROPOSED APPOINTMENTS
TO AN ASME UNIT**

Internal Unit	Nominee	Appointment Position/Title	Appointment Term/Category	Appointment Type	History
Group Engagement Committee	John Mulvihill	Chair	7/2017 – 6/2018	Initial	Current: TEC Sector Board, Committee on Honors
Committee on Financial Investment	TBD	Member-at-Large			

**PROPOSED APPOINTMENTS
TO EXTERNAL UNIT**

External Unit	Nominee	Appointment Position/Title	Appointment Term/Category	Appointment Type	History
American Academy of Environmental Engineers and Scientists	Robert Sommerlad	ASME Representative	7/2017 – 12/2020	Reappointment	Current: Research Committee on Energy, Environment, & Waste
International Tribology Council	Bharat Bhushan	ASME Representative	7/2017 – 6/2021	Initial	Current: Tribology Division Chair

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

Date Submitted: September 1, 2017
BOG Meeting Date: September 27, 2017

To: Board of Governors
From: Keith Roe, Chair EDESC
Presented by: Keith Roe
Agenda Title: Update to By-Law B4.3.5- Clarity of Executive Director Responsibilities

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

A redlined version of the proposed change is attached, as well as a clean proposed version.

The reason for the recommended change is to add greater clarity to the scope of the Executive Director's responsibilities and to better reflect current Society operations.

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

B4.3.5 The Executive Director shall be an employee reporting directly to the Board, an ex officio member of the Board of Governors without vote and the chief ~~operating executive~~ Officer of the Society, ~~an ex officio member of the Board of Governors without vote,~~ The Executive Director shall have supervision, direction and management of the business and affairs of the Corporation, including, but not limited to strategy, operations, finance, marketing, human resources and philanthropic efforts. The Executive Director ~~and~~ shall have such powers and perform such duties as the Board of Governors may from time to time prescribe.

Proposed Final Version

B4.3.5 The Executive Director shall be an employee reporting directly to the Board, an ex officio member of the Board of Governors without vote and the chief executive officer of the society. The Executive Director shall have supervision, direction and management of the business and affairs of the Corporation, including, but not limited to strategy, operations, finance, marketing, human resources and philanthropic efforts. The Executive Director 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: September 12, 2017

BOG Meeting Date: September 27 & 28, 2017

To: Board of Governors

From: ASME Strategy Advisory Committee

Presented by: John Goossen and Elena Gerstmann

Agenda Title: Revisions to Strategy Flyer

Agenda Item Executive Summary:

ASME Strategy Advisory Committee (SAC) recommends revisions to the Strategy document that was approved by the Board in June 2017. The attachment includes all recommended edits.

Part of SAC's role is to evaluate strategy-related documents and provide guidance to the Board of Governors. The revisions requested are meant to further clarify the purpose of the document and the strategy itself.

Following the Board's approval, SAC will have the content designed into a new "flyer" that can be shared on ASME.org and throughout the organization. Printed versions will be available during IMECE in November, 2017. It will be central to the new communications plan.

Proposed motion for BOG Action:

Whereas the Strategy Committee does not intend to change the strategy but would like to clarify the Strategy and the relationship between various elements of the Strategy;

Whereas the Strategy Committee recommends that certain changes to the ASME Strategy Document be made to communicate these clarifications;

The Board of Governors hereby approves the revisions to the ASME Strategy Document as recommended by the Strategy Advisory Committee and detailed in Appendix 2.4.5.

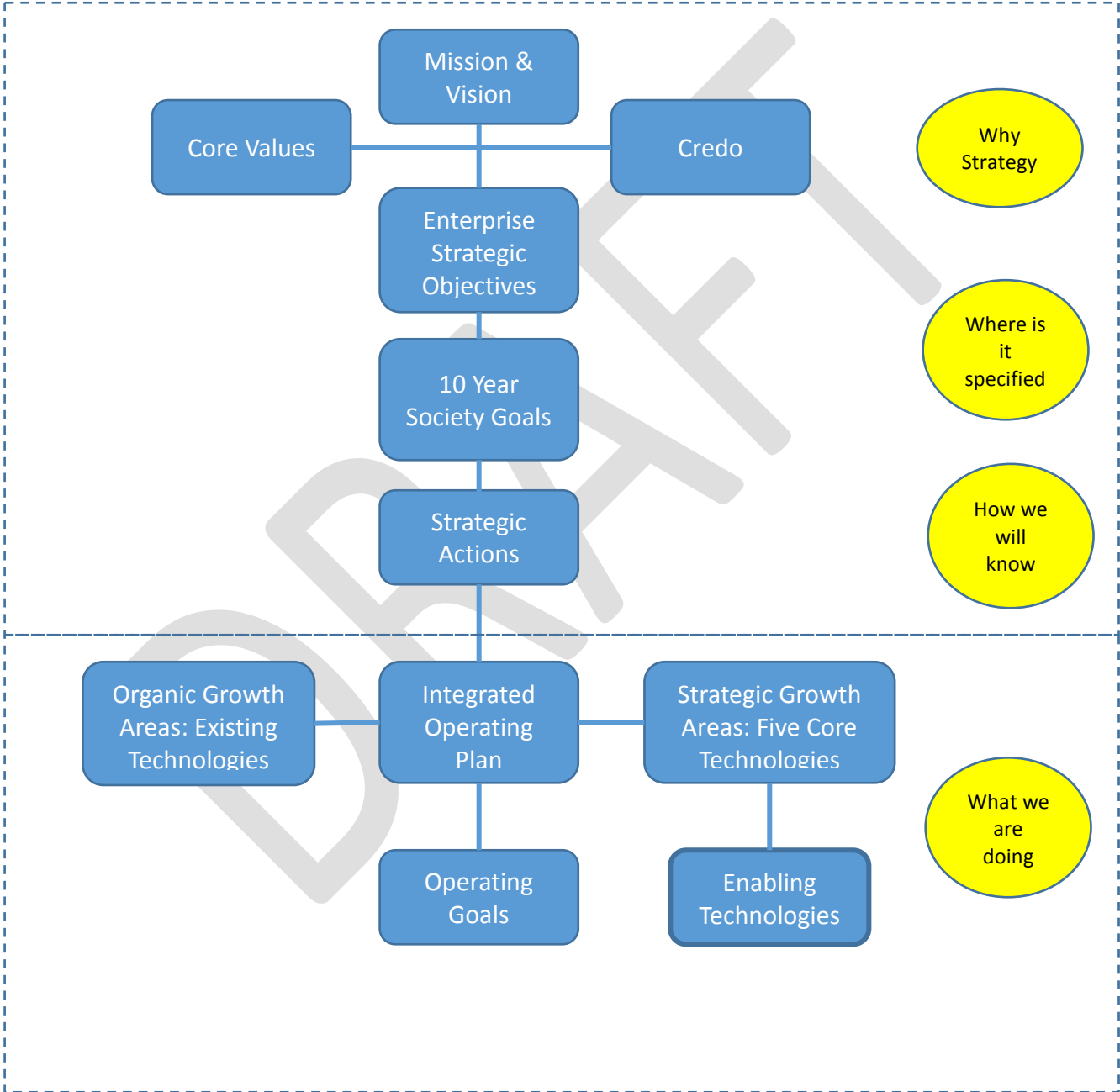
Attachments:

Appendix 2.4.5 -- ASME Strategy Draft 9.13.2017

ASME Strategy

The overall strategy consists of various elements driven by the Mission and Vision through Objectives and Goals to an Integrated Operating Plan which sets budgets and targets for all of ASME including staff and volunteers of the Segments, Divisions, Councils, and Sections.

Changed title from "ASME Strategic Plan" to "ASME Strategy"
Added the sentence below ASME Strategy. This may be used in communications but its inclusion is at the communicator's discretion.
The graphic is new. The use of the graphic and its text may be revised, as needed, for communications purposes.



Mission

No
changes

ASME's mission is to serve diverse global communities by advancing, disseminating and applying engineering knowledge for improving the quality of life; and communicating the excitement of engineering.

Vision

No
changes

ASME aims to be the essential resource for mechanical engineers and other technical professionals throughout the world for solutions that benefit humankind.

Credo

No
changes

Setting the Standard...

- In Engineering Excellence
- In Knowledge, Community & Advocacy
- For the Benefit of Humanity

Core Values

No
changes

In performing its mission, ASME adheres to these core values:

- Embrace integrity and ethical conduct
- Embrace diversity and respect the dignity and culture of all people
- Nurture and treasure the environment and our natural and man-made resources
- Facilitate the development, dissemination and application of engineering knowledge
- Promote the benefits of continuing education and of engineering education
- Respect and document engineering history while continually embracing change
- Promote the technical and societal contribution of engineers

Enterprise Strategic Objectives:

ASME will:

- Be relevant and impactful to global constituents by being the recognized leader in advancing engineering technology.
- Be the go-to organization to help address key technology-related challenges in the public interest in a manner that engages core engineering constituencies (government, academia, industry, engineers, students, and technology development professionals).
- Have a unified organizational structure and culture that encourages and empowers members and other interested individuals to find their lifelong professional home where they can impact the world, contribute content, share ideas, participate in communities, and work on projects that improve the human condition.

Deleted "By 2025" from before "ASME will"

10 Year Society Goals

Added the sentence below "10 Year Society Goals"

The ASME Society Goals are continuous goals and will be achieved at various stages over the ten year horizon.

- ASME is an internationally-renowned **thought leader and networking hub** for engineering knowledge and information, best practices, and events.
- ASME enables **collaboration** among industry, government, and academia to advance the cause of engineering worldwide.
- ASME's **engagement is open and seamless**, empowering individuals worldwide to contribute, communicate, and consume engineering content to solve technical problems.
- ASME is **globally respected** for its Standards and Certification programs and is recognized for enhancing public safety and improving quality of life for humankind.
- ASME offers education and training programs to **prepare the workforce of tomorrow** to address the world's challenges.
- ASME **engages and inspires young people** to pursue careers in engineering.
- ASME's growing impact on the world is enabled by a **well-managed and diversified revenue stream** that provides sustainable financial health.

Strategic Actions

The essence of the ASME strategy can be summed up in the Five Strategic Actions described below. The Strategic Actions apply to all sectors, councils, divisions, sections, and technologies, staff, and volunteers throughout the organization.

- **Leadership** - Increase recognized value by executive leadership, as a technology innovation partner, by leveraging and mobilizing the expertise of our community.
- **Technology Portfolio** – Create and manage a well-balanced, sustainable technology portfolio along with associated industry- and geography-based strategies.
- **Solutions Portfolio** – Strengthen and expand solutions portfolio: defend Standards & Certification against agile competitors; solidify and diversify ASME's revenue base by developing solutions with strong customer demand; establish deeper expertise in content and technology development and deployment across the Technology Development Curve.
- **Collaboration** – Enhance ASME's impact in the mechanical engineering field by broadening collaboration with peers, creating greater scale and impact, reducing barriers to entry, and expanding diversity and student engagement.
- **Engagement** – Increase core constituent engagement around the world by providing high-value, relevant, impactful, and rewarding opportunities to network, participate, and learn through a branded set of technology- and purpose- advancing activities delivered through a variety of platforms.

Changed title from "Leadership Position" to "Leadership" and changed the sentence used to describe this action.

The following text was deleted from "Leadership Position" - "Mobilize distinct, under-leveraged assets (for example, the expertise of our community) to establish value as a technology innovation partner to executive leadership."

THE STARTING POINT

To promote Strategic Growth, the Strategy is initially focused on the Technology Portfolio, and specifically on the **Five Core Technologies** and **Eight Enabling Applications and Cross-cutting Technologies** listed below:

Changes
-Added "The Starting Point"
-Reworded the introduction sentence to highlight that the five core technology is the initial focus.

FIVE CORE TECHNOLOGIES

The following five core technologies have been initially identified as key to the overall Strategy. Each technology has a Technology Advisory Panel ("TAP") of experts in their field and their role is to provide technology and market insights, identify constituent needs, and to provide advice for potential new ASME products and services and greater constituent engagement.

Changes
-At the end of the first sentence, changed "Strategic Plan" to "Strategy"

In addition to these five core technologies, ASME's breadth and depth also include the rich technologies represented by its Technical Divisions, Groups, and Standards Committees.

Manufacturing

- The technologies associated with traditional and advanced manufacturing from product design through to production.

Changes
All of the following sentences are new and replace previous paragraphs of text.

Pressure Technology

- The technologies applicable to the design, materials, fabrication, examination, installation, commissioning, and maintenance of pressure equipment.

Clean Energy

- The technologies for electric power generation, storage, distribution and usage while minimizing the impact on the environment.

Bioengineering

- The technologies associated with application of the engineering processes in developing products, pharmaceuticals, biologics, cosmetics, food supplements, the prevention and treatment of disease.

Robotics

- The technologies for industrial machine systems and emerging areas such as service robots, drones, and autonomous vehicles.

EIGHT ENABLING APPLICATIONS AND CROSS-CUTTING TECHNOLOGIES

In addition, eight enabling applications and cross-cutting technologies have been identified.

Changes
-Added sentence below heading

- Internet of things (IoT)
- Big data analytics
- Artificial intelligence
- Cybersecurity

- Sustainability
- Materials
- Nanotechnology
- Design engineering

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ASME Board of Governors
Agenda Item
Cover Memo

Date Submitted: September 6, 2017
BOG Meeting Date: September 28, 2017
To: Board of Governors
From: Committee on Honors
Presented by: Yildiz Y. Bayazitoglu
Agenda Title: Committee on Honors Annual Report

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

Committee on Honors Annual Report for Fiscal Year 2016

Proposed motion for BOG Action: *(if appropriate)* None

Attachment: Report

Committee on Honors Annual Report to the Board of Governors 2016-2017

The Committee on Honors (COH) held two face-to-face meetings, three teleconferences, and conducted several electronic discussions during the 2016-2017 year. Major activities were in the following areas:

a. Rules of Award Review.

COH conducted its triennial review. Nineteen Rules of Award were reviewed to ensure the procedures outlined in the documents corresponded to those of the award committees. This ongoing activity helps to identify areas of concern that must be addressed, as well as to provide the Committee and Special Award Committees the opportunity to make suggestions relative to procedures while ensuring that the awards are still relevant.

b. New Society Award.

COH approved the establishment of the . Robert M. Nerem Education and Mentorship Medal and the Wilfred C. LaRochelle Conformity Assessment Award.

b. Selection of Award Recipients.

During the year, the General Awards Committee and the Committee on Honors reviewed and acted favorably upon nominations for sixty-seven of the Society's seventy-four awards. There were eighteen international recipients. Eighteen recipients were from Industry.

COH considered four nominations for the 2017 Honorary Membership. Three nominations for Honorary Membership were recommended to the Board of Governors for approval. The Committee also considered five nominations for the 2017 ASME Medal, and recommended one nomination for approval by the Board of Governors.

COH continues to uphold the integrity of the Honors Program by carefully evaluating all awardees to ensure that they meet the requirements of the award they receive and that the committee remains true to the purpose and intent of each and every award.

c. Membership Promotion.

To attract and retain ASME membership, COH continues to offer award recipients who are non-members, a free year of membership, and young engineers, three years of free membership. Eight honorees were invited to join ASME. To date two have joined.

d. Honors Program.

COH is committed to ensuring that the Honors & Awards Program continues to represent ASME's high standard by honoring outstanding individuals.

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

Date Submitted: 8/31/2017
BOG Meeting Date: 9/28/2017

To: Board of Governors
From: Committee on Organization and Rules
Presented by: Fredrick Stong
Agenda Title: Committee on Organization and Rules Annual Report

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

Attached, please find the Committee on Organization and Rules Annual Report for the Fiscal Year 2017.

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

None.

Attachments:

Report.

**Committee on Organization and Rules
Annual Report to the Board of Governors
2016 - 2017**

The Committee on Organization and Rules (COR) provided support to the Board of Governors, the Committees reporting to the Board of Governors and the Sectors. For FY17, the committee held seven meetings via telephone and one in-person meeting.

COR reviewed proposed changes to two By-Laws and recommended changes that the Board of Governors adopted.

COR made changes to five Society Policies, two required Board of Governors approval and three were editorial changes.

The Committee reviewed 28 appointments or reappointments and made recommendations that the Board of Governors approved. COR continued to strictly enforce the examination process of appointments and re-appointments to make sure they were in compliance with Society Policies.

COR approved a new Operation Guide for the Strategy Advisory Committee.

The Committee selected Fred Stong as its chair for 2017-18. Julie Bachmann Kulik will be its vice chair for 2017-18.

As ASME continues to evolve, the importance of being agile to make necessary changes to its governance documents quickly and efficiently is important. COR is responsive to these needs and brings a corporate history and continuity to the process.

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

Date Submitted: September 5, 2017

BOG Meeting Date: September 27 – 28, 2017

To: Board of Governors

From: Committee of Past Presidents

Presented by: Victoria Rockwell

Agenda Title: 2016-2017 Committee of Past Presidents Annual Report to the BOG

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

A report of the activities of the Committee of Past Presidents during 2016-2017 follows for information for the BOG as a Consent Item for Receipt.

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

Receipt

Attachments:

Report

Committee of Past Presidents 2016-2017 Annual Report

During the past year, individual members of the Committee of Past Presidents (CPP) continued to play a vital role as ASME volunteer leaders. Service included participating in ASME activities in the various sections, VOLT, Fellows, History and Heritage, the Nominating Committee, the ASME Foundation and BOG Standing Committees including: Pension Plan Trustees, Committee on Finance and Investment, Committee on Honors, Committee on Executive Director Evaluation and Staff Compensation and Committee on Organization and Rules.

The CPP held two meetings during fiscal year 2017, on November 14, 2016 in Phoenix AZ and June 12, 2017 in Newport Beach, CA.

Congress

In a closed session the following information was discussed:

1. The new format for Honors Assembly.
2. The interface with the Nominating Committee and Committee of Past Presidents will follow the rules of engagement as outlined in the Nominating Committee Manual and the Committee of Past Presidents Operation Guide.
3. Setting expectations for the young ASME members and how the CPP should interface with them.
4. A confidential report from the Ethics Committee was presented.

Vickie Rockwell announced that Susan Skemp has been appointed as Vice Chair of the Ethics Committee for FY 17 – 18 which is being vacated by Bob Simmons on 7/1/17 when he assumes the position of Chair of the Ethics Committee. Vickie also announced that Sara Wilson is a new member-at-large on the committee. Sara is on the faculty of the University of Kansas and will be serving as ASME's representative to the National Institute of Engineering Ethics (NIEE).

VOLT reported it is running the following programs:

1. ECLIPSE Intern training, mentoring and support to the sectors
2. A cross-sector development workshop for mid-career engineers selected by their sectors as having potential for moving up In ASME
3. Training for Governors, Sr.VP's and the President.
4. Training for the Nominating Committee.
5. Leadership workshop for all Society leaders. This year's workshop was on Advocacy, Public, Professional and Private.
6. E-learning program under development
7. Mentoring review

The CPP approved the revised Ethics Committee Operations Guide.

The Committee hosted a private dinner for its members in Phoenix, AZ. Everyone enjoyed catching up with one another.

Annual Meeting

In a closed session, the following topics were discussed:

1. The Presidential and Executive Director Team of Keith Roe, Julio Guerrero, Charla Wise and Tom Loughlin discussed the IOP and thanked the CPP for their participation
2. Additional discussion on IOP.
3. Confidentiality of CPP discussions and participation.
4. Honors and Awards

The 2016-17 class of ASME ECLIPSE Program interns presented its written report called "A Roadmap Tool for Engagement". The Committee thanked the interns for their presentation and urged them to continue to pursue its implementation.

Ethics Committee Chair and ASME Past President William Weiblen introduced Ethics Committee Member Sara Wilson. Dr. Wilson discussed the current affiliation that ASME has with the National Institute for Engineering Ethics (NIEE) and the work of other organizations involved in engineering ethics.

The following motion was made and a passed by the assembly:

The Committee of Past Presidents supports the concept of an overarching inter-society organization focused on engineering ethics.

A status report on NIEE will be presented at the Committee's November 2017 meeting.

Weiblen was recognized for his service as Ethics Committee Chair for 2014-2017. Robert Simmons will be the new Chair and Susan Skemp will be the new Vice Chair, both for the 2017-2020 term. Donald Frikken and Cynthia Stong will be new members-at-large for the 2017-2020 term.

Reginald Vachon discussed his work as ASME's representative to the Union of Pan American Engineering Societies (UPADI), the World Federation of Engineering Organizations (WFEO), and as Chair of the WFEO United Nations Relations Committee. He said that Robert Simmons and he are members of the International Nuclear Energy Academy.

The CPP members continue to nominate members for Dedicated Service Awards and Fellow recognitions.

The CPP again hosted the Leadership Recognition Event to acknowledge service by outgoing officers. This year, the event took place at Marconi Automotive Museum in Newport Beach, CA.