AGENDA
ASME BOARD OF GOVERNORS

Day & Time: Thursday, April 19, 2018 4:15 PM – 6:10 PM
Friday, April 20, 2018 8:45 AM – 12:15 PM
Location: ASME Headquarters, New York, NY

Thursday, April 19, 2018

1. **Closed Session Agenda Items** (4:15 PM – 6:10 PM)

   1.1. Consent Items for Action ACTION

      1.1.1. Pension Plan Contribution (Agenda Appendix 1.1.1.)

      1.1.2. Committee Appointments (Agenda Appendix 1.1.2)

   1.2. Incorporation by Reference (IBR) Update (30 minutes) INFORMATION

      John Delli Venneri and Phil Hamilton (Agenda Appendix 1.3.)

   1.3. Update on European Union General Data Protection Regulation Compliance (45 minutes) DISCUSSION

      Luis Rodriguez, Jeff Patterson, and John Delli Venneri (Agenda Appendix 1.4)

   1.4. Financial Update (30 minutes) DISCUSSION

      Bill Garofalo (Agenda Appendix 1.5)

Friday, April 20, 2018

7:00 AM – 8:30 AM Board Dialogue¹ over Breakfast, Park Avenue Room at the Hilton Garden Inn Hotel – Governors and Governors-Elect

2. **Opening of the Meeting** (9:00 AM – 9:45 AM)

   2.1. Call to Order

   2.2. Adoption of the Agenda

   2.3. Announcements, Celebrations, and Recognitions (10 minutes)

   2.4. President’s Remarks (10 minutes) DISCUSSION

      Charla Wise

¹ Included here for logistical reasons but this is not part of the formal Board meeting.
2.5. Executive Director’s Remarks (10 minutes) DISCUSSION
Phil Hamilton

2.6. Introductions (10 minutes) DISCUSSION

2.7. Report on Closed Session (5 minutes) INFORMATION

2.8. Consent Items for Action ACTION

2.8.1. Identification of Items to be removed from Consent Agenda
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.

2.8.2. Approval of Minutes from February 9, 2018 Meeting

2.8.3. Membership Dues Increase (Agenda Appendix 2.8.3)

2.8.4. Editorial Changes to By-Laws: Elimination of Capitalization of the Word Officer (Agenda Appendix 2.8.4)

2.8.5. By-Law 4.2.2.2 for First Reading: Changes to Nominating Committee Composition (Agenda Appendix 2.8.5)

2.8.6. By-Law B5.2 for First Reading: Revisions to Sectors & Committee Change Reporting to the Board of Governors (Agenda Appendix 2.8.6.)

2.8.7. By-Law 5.2.5.4 for First Reading: Retirement Plan Committee Change (Agenda Appendix 2.8.7)

2.8.8. By-Law B5.4 for Second Reading and Approval: Standards & Certification Sector (Agenda Appendix 2.8.8)

2.8.9. By-Law B5.5 for First Reading: Technical Committee on Publications and Communications (Agenda Appendix 2.8.9)

2.8.10. By-Law B5.7 for First Reading: Student and Early Career Development Sector (Agenda Appendix 2.8.10)


2.8.12. FY19 Presidential Committee Appointments (Agenda Appendix 2.8.12)
2.8.13. Proposed Appointments
(Area Appendix 2.8.13)

3. Open Session Agenda Items (9:45 AM – 12:15 PM)

3.1. FY18 IOP Update (15 minutes) DISCUSSION
    Jeff Patterson
    (Area Appendix 3.1)

3.2. Review of Proposed Strategic Goals (60 minutes) ACTION
    John Goossen and Elena Gerstmann
    (Area Appendix 3.2)

BREAK (11:00AM – 11:10 AM)

3.3. Deep Dive: Conformity Assessment (60 minutes) DISCUSSION
    Jon Labrador
    (Area Appendix 3.3)

3.4. Status Update on July 2017 Board Retreat (5 minutes) DISCUSSION
    Elena Gerstmann
    (Area Appendix 3.4)

4. New Business

5. Open Session Information Items

<table>
<thead>
<tr>
<th>DATE</th>
<th>DAY</th>
<th>TIME</th>
<th>LOCATION</th>
</tr>
</thead>
<tbody>
<tr>
<td>June 3, 2018 (a)</td>
<td>Sunday</td>
<td>8:30AM - 4:30 PM</td>
<td>Vancouver, Canada</td>
</tr>
<tr>
<td>June 6, 2018 (b)</td>
<td>Wednesday</td>
<td>10:00 AM - 3:00 PM</td>
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<tr>
<td>July 25-27, 2018 (b)</td>
<td>Wednesday-Friday</td>
<td>July 25: beginning at 12:00 PM July 27: ending at 12:00 PM</td>
<td>Annapolis, MD</td>
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<td>Board Planning Meeting</td>
<td>TBD</td>
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<td>September 2018 TBD (b)</td>
<td>TBD</td>
<td>TBD</td>
<td>TBD</td>
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<tr>
<td>November 10, 2018 (b)</td>
<td>Saturday</td>
<td>8:30 AM - 4:30 PM</td>
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(a) 2017-2018 Board of Governors (b) 2018-2019 Board of Governors

6. Adjournment

7. Closed Session Information Items

   7.1. Report from Corporate Counsel
List of Appendices

1.1.1 Pension Plan Contribution (Closed)
1.1.2 Committee Appointments (Closed)
1.2. Incorporation by Reference (IBR) Update (Closed)
1.3. Update on European Union General Data Protection Regulation Compliance (Closed)
1.4. Financial Update (Closed)
2.8.3. Membership Dues Increase
2.8.4 Editorial Changes to By-Laws: Elimination of Capitalization of the Word Officer
2.8.5. By-Law B4.2.2.2 for First Reading: Changes to Nominating Committee Composition
2.8.6. By-Law B5.2. For First Reading: Revisions to Sectors & Committees Reporting to the Board of Governors
2.8.7. By-Law B5.2.5.4 for First Reading: Retirement Plan Committee Change
2.8.8. By-Law B5.4 for Second Reading and Approval: Standards & Certification Sector
2.8.9. By-Law B5.5 for First Reading: Technical Committee on Publications and Communications
2.8.10. By-Law B5.7 for First Reading: Student and Early Career Development Sector
2.8.12. FY19 Presidential Committee Appointments
2.8.13. Proposed Appointments
3.1. FY18 IOP Update
3.2. Review of Proposed Strategic Goals
3.3. Deep Dive: Conformity Assessment
3.4. Status Update on July 2017 Board Retreat
7.1 Report from Corporate Counsel (Closed)
Date Submitted: March 30, 2017
BOG Meeting Date: April 19-20, 2018

To: Board of Governors
From: COFI
Presented by: Robert Pangborn
Agenda Title: Membership Dues Increase

Agenda Item Executive Summary:

COFI has reviewed the 2018-2019 membership dues calculation.

COFI voted to recommend to increase base membership dues from $155.00 to $158.00 to the Board of Governors.

Proposed motion for BOG Action:

COFI recommends approval to increase base membership dues for 2018-2019 to $158.00.

Attachments:
ASME 2018-2019 Membership Dues Calculation

MOTION:

To approve 2018-2019 membership dues of $158.00.
## ASME 2018-2019 Membership Dues Calculation

<table>
<thead>
<tr>
<th>October 2017 Dues</th>
<th>$155.21</th>
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<tr>
<td>January 2018 CPI</td>
<td>247.867</td>
</tr>
<tr>
<td>January 2017 CPI</td>
<td>242.839</td>
</tr>
<tr>
<td>Inflator (Jan 18 CPI ÷ Jan 17 CPI)</td>
<td>1.020705076</td>
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**October 2018 Membership Dues allowable under ASME C9.1.1**

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<thead>
<tr>
<th>Recommended October 2018 Membership Dues</th>
<th>$158.00</th>
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<td>(Rounded down as per Society Policy 14.5)</td>
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ASME Board of Governors
Agenda Item Cover Memo

Date Submitted: March 16, 2018
BOG Meeting Date: April 19-20, 2018
To: Board of Governors
From: Committee on Organization and Rules
Presented by: Fred Stong, Chair
Agenda Title: Editorial Changes to ASME By-Laws

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

A recent review of ASME’s By-Laws showed that the capitalization of the word “Officer” was not consistent.

The attached document highlights each instance where “Officer” appears in upper or lower case with a comment indicating whether the word “Officer” should be in upper or lower case.

Because these changes do not alter the meaning, intent, effect, or overall substance of the By-Laws, it is recommended that these changes be considered editorial in nature.

**Proposed motion for BOG Action:** *(if appropriate)* To approve the changes to the capitalization of selected words in the By-Laws as editorial.

**Financial Implications:** None.

**Attachments:** Red-lined By-Law change.
B4.1.4.2 The material included in the portion of the report covering the Society year shall show the following in appropriate detail:
   a. A report by the President;
   b. A listing of the Society Officers;
   c. Summaries of major Society activities; and
   d. A listing of recipients of Society awards

B4.1.5 Any Officer of the Society or member of any sector, board, committee, or other unit of the Society appointed or elected by the Board of Governors or by any unit of the Society may be removed or suspended from such office or membership by the Board of Governors for cause (which shall include, without limitation, violations of fiduciary duty, racial or other improper discrimination, sexual harassment and defamation).

Any Officer of the Society or member of such sector, board, committee or other unit of the Society elected by the corporate membership may be removed for cause only by the vote of the corporate membership, but his or her authority to act as such Officer or member may be suspended by the Board of Governors for cause.

Removal for cause by the Board of Governors shall require an affirmative vote of seven members of the Board of Governors. Suspension for cause shall require the vote of a majority of the members of the Board of Governors present at the time of the vote, provided that a quorum is present.

Written notice shall be given to the person to be removed or suspended for cause as early as practicable and in any event at least five days before any action is to be taken by the Board of Governors. The person to be removed or suspended for cause shall be given an opportunity to present a defense to the Board of Governors.

B4.1.8 A person shall not be an Officer of the Society in two different elective offices at the same time. A person who has been elected to a position of an Officer of the Society shall not be nominated for another elective office of the Society if there is any overlapping of the term of the proposed office with the term of the office to which that person has already been elected.

B4.2.5 The names of those elected to serve on the Nominating Committee shall be published by the Executive Director prior to the end of each year, accompanied by a request for Officers of the Society to be sent to the Nominating Committee. Any changes to the composition of the Nominating Committee shall be published as soon as possible.

B4.3.1 The Officers shall perform the duties regularly or customarily attached to their offices under the laws of the State of New York, and such other duties as may be required of them by the Board of Governors or the Constitution and By-Laws.

B4.3.2 The President shall be the chief elected Officer of the Society. He or she shall preside at all Business meetings of the Society and of the Board of Governors, and shall have such other powers and perform such other duties as the Board may from time to time prescribe. The President may not be an employee of the Society.

Commented [DJS1]: No change, given that the word "Society" precedes Officer.
If the President is unable to preside at any meeting of the Board, the immediate past President shall preside. If that is not possible, the Board shall elect one of its voting members to be Chair of the meeting.

If the President is unable to preside at any Business Meeting of the Society, the immediate past President shall preside. If that is not possible, then the next most-recent available past President shall preside.

The term of the President shall begin at the close of the second Business Meeting of the fiscal year at a time designated by the Board.

B4.3.4.1 The Treasurer shall be the chief financial officer of the Society, and shall have such powers and perform such duties as the Board of Governors may from time to time prescribe. The Treasurer shall supervise, review and audit the activities of the Assistant Treasurer in carrying out the assigned duties as generally are incident to the position of Assistant Treasurer or as may be otherwise assigned to him or her by the Treasurer or the Board of Governors. The Treasurer shall be a volunteer member of the Society.

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.

B4.3.8 Among the officers of the Society, there shall be the following senior vice presidents:

Senior Vice President for Public Affairs and Outreach
Senior Vice President for Standards and Certification
Senior Vice President for Student and Early Career Development
Senior Vice President for Technical Events and Content

The term of each senior vice president shall be three years, beginning and ending at the second Business Meeting of the fiscal year. The terms of approximately one-third of the senior vice presidents shall end each year, according to a schedule approved by the Board of Governors.

B4.4.10 No part of net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for the services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.
B5.8.4 Officers of the Society are authorized to represent the Society and the Board of Governors to outside parties in announcing and communicating board-stated policy, positions and endorsements, and in announcing decisions and interpretations within any area(s) delegated to them by the Board.

Commented [DJS5]: No change, given that the word Officer is the first word of the sentence

B5.8.5 No officer or other member of the Society acting under B5.8.1 through B5.8.4 shall espouse, support or endorse any position on behalf of the Society, or otherwise bind the Society in any manner, except (a) in accordance with Society Policies; or (b) to the extent previously approved by the Board of Governors.

Commented [DJS6]: No change

B6.1.3 The first Business Meeting of each fiscal year shall be the legal annual meeting of the Society for the purpose of the election of officers at which time all corporate members shall have the opportunity to vote in person or by proxy for nominees proposed by the Nominating Committee or for nominees proposed by any duly constituted special nominating committee.

Commented [DJS7]: No change

B6.2.1 Ten to 60 days prior to the first Business Meeting of the fiscal year, the Executive Director shall provide a proxy to each corporate member. This proxy shall solicit the authorization by such member for the three most recent available past Presidents or any one of them to exercise the vote of the corporate member for the election of officers and for any other business that is presented to the first Business Meeting of the fiscal year or any adjournment thereof. A list of the nominees proposed by the Nominating Committee and any special nominating committee shall be a part of the proxy distribution.

A member shall return the proxy in a manner specified by the Society, which may be by mail, facsimile or electronic mail, provided such electronic mail is transmitted with information from which it can be reasonably determined that the proxy was authorized by such member.

B6.2.4 At the first Business Meeting of the fiscal year the Committee of Inspectors of Proxies and Ballots shall report on the number of proxies thereon returned by corporate members. Following the report of the Committee of Inspectors of Proxies and Ballots, the Presiding Officer shall conduct an election for officers of the Society. Corporate members present who have not executed proxies will vote in person. Corporate members who have executed proxies but have withdrawn the proxies prior to the tabulation presented by the Committee of Inspectors of Proxies and Ballots, may also vote in person. Corporate members holding valid proxies will cast proxy ballots. When the results of the election are known, the Presiding Officer will announce the results of the election to the Business Meeting.

Commented [DJS8]: No change, given that the word “Presiding” appears before “Officer”

Commented [DJS9]: No change, given that the word “Presiding” appears before “Officer”

B8.1.2 Upon the close of the proxy vote, the Committee of Inspectors of Proxies and Ballots shall canvass the proxy ballots returned to the Society and shall certify the result to the Presiding Officer at the next Business Meeting of the Society.

Commented [DJS10]: No change, given that the word “Presiding” appears before “Officer”
The current distribution of voting members on the Nominating Committee (NC) is based on the number of vice presidents that used to be elected within the sectors. Technical Events and Content (TEC) received seven (7) because of two Institute VPs, Global Communities, Technical Communities, Programs & Activities, Financial, and the Affinity (virtual) Communities VPs. The affinity and programs & activities related functions are for the most part now in SECD, Global is now mostly the Group Engagement Committee (GEC), and financial, technical, institutes are covered by TEC. Therefore, to better balance this distribution it is the SVPs’ belief that two of TEC’s voting positions should go to SECD, and a third should be filled by a recommendation by GEC, yet still report to TEC. This still leaves a disparity between PAO (currently at three positions) and the remaining Sectors. Therefore, Standards and Certification (S&C) agrees to transfer one of its five positions to PAO thus resulting in four positions each. We believe that equal representation on the NC by all four Sectors is appropriate and will result in a better diversity of perspective. The extra representative given to TEC recognizes the need for Groups to have a voice on the NC and also preserves the odd number of voting members of the NC at 17, which minimizes the probably of tie votes.

The Nominating Committee that will meet in June 2018 was approved at the November 2017 Business Meeting. The proposed structure, summarized in the matrix below, would go into effect with the Nominating Committee that meets in June 2019.

<table>
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<th>Sector</th>
<th>Current Voting Members</th>
<th>Current Alternate Members</th>
<th>Proposed Voting Members</th>
<th>Proposed Alternate Members</th>
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<td>SECD</td>
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**Proposed motion for BOG Action: (if appropriate)**

To approve for first reading the change to By-Law B4.2.2.2

**Financial Implications:** None, the total number of Nominating Committee members and alternates remains the same.

**Attachments:** Red-lined By-Law change.
The Nominating Committee shall consist of voting members and alternates selected by each sector. The TEC Sector shall have five seven voting members and five seven alternates selected by the TEC Sector Council. One voting member and one alternate for the TEC Sector shall be nominated by the Group Engagement Committee for as long as such Committee exists and reports to the Sector Management Committee. The S&C Sector shall have four five voting members and three two alternates selected by the Council on Standards and Certification. The PAO Sector shall have four three voting members and three alternates selected by the PAO Sector Council. The SECD Sector shall have four two voting members and three two alternates selected by the SECD Sector Council. Approximately one-half of the voting members will have terms that expire annually. Nominations for open positions for voting members and alternates shall be made as provided in By-Law B4.2.2.3 and shall be voted upon at the Business Meetings as provided in By-Law B4.2.2.1.

Voting members and alternates shall be of the Member or Fellow grade and not currently serving in any elective office of the Society.
ASME Board of Governors
Agenda Item Cover Memo

Date Submitted: April 5, 2018
BOG Meeting Date: April 19-20, 2018
To: Board of Governors
From: Committee on Organization and Rules
Presented by: Fred Stong, Chair
Agenda Title: Revision to ASME By-Laws 5.2 (Committees reporting to Board of Governors)

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

ASME By-Law 5.2 addresses the committees that report to ASME Board of Governors. A Tiger Team was created to review current By-Laws. The proposed edits largely address the purpose and composition of these committees. These edits are subject to Committee on Organization and Rules review and approval, which will meet prior to the Board meeting.

The matrix has eight columns reflecting the committees and four rows. The four rows are:

Row 1 shows the existing wording of the purpose of the committee

Row 2 shows the existing membership
(In the case of COH and CPP, the purpose and membership are in the same By-Law)

Row 3 shows the proposed revised purpose

Row 4 shows the proposed revised membership

In a box at the bottom, the Sector Management Committee is added to the B5.2.2 and a clarification is made that the Board of Governors approves all committee appointments. A second document shows the red-lined and clean versions of the By-Laws.

Proposed motion for BOG Action: (if appropriate) To approve for first reading the changes to By-Law B5.2.

Financial Implications: None.

Attachments:

Matrix of By-Law 5.2 changes

By-Law view of changes
B5.2 SECTORS AND COMMITTEES REPORTING TO THE BOARD OF GOVERNORS

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 Honors, and the Committee of Past Presidents and the Sector Management Committee. 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 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.

B5.2.3.1 The Committee on Organization and Rules, under the direction of the Board of Governors, shall have responsibility for ensuring that the Society is organized and supplied with qualified leadership to serve the current and anticipated future needs of the membership, and shall reexamine regularly the Constitution, By-Laws and Policies of the Society.

B5.2.3.2 The Committee on Organization and Rules shall select its own Committee, Chair and a Vice Chair, and its membership shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.4.1 The Committee on Finance and Investment, under the direction of the Board of Governors, shall have responsibility for supervising the financial and investment affairs of the Society, and shall support the Board and its committees by conducting an annual review of the Society's budgets.

B5.2.4.2 The Committee on Finance and Investment shall select its own Committee, Chair and a Vice Chair, and its membership shall be determined by the Board of Governors. The Treasurer shall be an ex officio member of the Committee with vote and shall serve as Vice Chair. The Assistant Treasurer and the Second Assistant Treasurer shall be ex officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.5.1 The Committee on Executive Director Evaluation and Staff Compensation, under the direction of the Board of Governors, shall have 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 Retirement Plan Committee.

B5.2.5.2 The Committee on Executive Director Evaluation and Staff Compensation 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). The President and Immediate Past President are ex officio members of the committee with vote. The President-nominee/elect is an ex officio member of the Committee without vote. The Immediate Past President shall be the Chair. Although the ASME Treasurer, the Executive Director and the Associate Executive Director of Human Resources and Facility Operations, are not members of the Committee, they will be available to the Committee for consultation as needed. The incoming first-year Governor shall be selected by the President-Elect and approved by the Board of Governors.

The term of each of the current Board members at-large expires when their Board term expires.

B5.2.6.1 The Strategy Advisory Committee (SAC) under the direction of the Board of Governors, shall have the responsibility to provide recommendations 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 Strategy Advisory Committee shall consist of the President, two current Board members-at-large (serving staggered terms, one second year and one third year) and the senior staff member responsible for Strategy. The incoming second-year Governor shall be selected by the President-Elect and approved by the Board of Governors. The term of the Board members-at-large expires when their term expires. SAC membership will consist of the President and the following appointees: three governors, one from each governor class and all serving in staggered three-year terms in parallel with their Board terms; one member from the Industry Advisory Board (proposed by the Industry Advisory Board and serving one or more full years on the SAC until the Industry Advisory Board proposes a successor); one member from the academic community (proposed by the Engineering Education Committee and serving one or more full years on the SAC until the Engineering Education Committee proposes a successor); one non-governor member selected by the ASME President; one staff executive (non-voting; proposed by the Executive Director and serving until the Executive Director proposes a successor). After the term of each of the initial group of governors appointed to the SAC, his or her successor will be appointed at the first meeting of the Board of Governors at which the successor takes office as a Governor, and the SAC shall then elect from among its voting members a Chair (who will not vote except to break a tie) and a Vice Chair (who will serve if the Chair is absent or ceases to serve).

B5.2.7.1 The Committee on Honors, under the direction of the Board of Governors, shall have responsibility for recommending properly selected candidates for honors, medals, Honorary 

Agenda Appendix 2.8.6.
Members, and awards, and as required shall recommend recipients of joint awards, all subject to approval by the Board of Governors. However, the Board may delegate to the Committee on Honors the power to approve candidates for any honor, medal or award other than Honorary Member or ASME Medalist.

B5.2.7.2 The Committee on Honors shall select its own and a membership shall be determined by the Board of Governors. The Chair of the General Awards Committee shall be an ex officio member with vote. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.8.1 The Committee of Past Presidents, under the direction of the Board of Governors, shall have responsibility for electing Fellows, overseeing the ethical practice of engineering, and providing guidance on matters where its experience may be useful, upon request by the President, Board of Governors, and other units of the Society.

B5.2.8.2 The Committee of Past Presidents shall select its own Chair and Vice Chair. Its membership shall consist of all living Past Presidents. The Officers of the Committee shall be the Chair, the Vice Chair, and the Secretary.

B5.2.9.2 The Audit Committee shall consist of three current Board members-at-large (serving staggered terms on the Board) who serve as voting members. The Committee membership-a Chair, a Vice Chair and a voting membership as is determined by the Board of Governors and consisting solely of “independent” members of the Board as defined under Section 102(a) (21) of the New York Not-for-Profit Corporation Law. The Chair shall be the senior Governor and the Vice Chair shall be the second-most senior Governor.

The Treasurer shall be an ex officio member of the Committee without vote. The Assistant Treasurer and the Second Assistant Treasurer shall be ex officio members of the Committee without vote. The President-Elect makes the recommendation on the incoming first-year Board member-at-large. The term of the Board members-at-large expires when their Board term expires.

B5.2.9.12 The Audit Committee, under the direction of the Board of Governors, shall have responsibility for overseeing the accounting and financial reporting process of the Society and the audit of its financial statements and report its activities to the Board. The Committee will be responsible for overseeing the adoption and implementation of, and compliance with, the Society Policies on whistleblowers and conflicts of interest. The Committee will annually consider the performance and independence of the independent auditor and recommend retaining or renewing the retention of the independent auditor to the Board. The Committee will liaise with the independent auditor prior to the commencement of the audit and upon completion of the audit, review and discuss the audit results and any related management letter with the auditor including:

(a) any material risks and weaknesses in internal controls identified by the auditor;
(b) any restrictions on the scope of the auditor’s activities or access to requested information;
(c) any significant disagreements between the auditor and management; and
(d) the adequacy of the Corporation’s accounting and financial reporting processes.

Commented [DJS1]: By-Laws B5.2.9.2 and B5.2.9.1 will be switched.
B5.2.10.1 The Sector Management Committee, under the direction of the Board of Governors, shall have responsibility for facilitating communication and collaboration among the Sectors. This includes coordination, integration, and facilitation for implementation of the enterprise strategy with the development, maintenance and execution of the Integrated Operating Plan.

B5.2.10.2 The Sector Management Committee shall consist of the Senior Vice Presidents, the Chair of the Group Engagement Committee, their respective staff counterparts, and the staff member with overall responsibility for operations. The Co-Chairs of the Committee shall be the Senior Vice President in their third year and the staff member with overall responsibility for operations. The President-Nominee/Elect will serve as an advisor to the Committee.

CLEAN VERSION

B5.2 SECTORS AND COMMITTEES REPORTING TO THE BOARD OF GOVERNORS

B5.2.2 The following Standing Committees shall report to the Board of Governors and shall be appointed by the Board 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 Honors, Committee of Past Presidents and the Sector Management Committee. 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 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.

B5.2.3.1 The Committee on Organization and Rules, under the direction of the Board of Governors, shall have responsibility for ensuring that the Society is organized and supplied with qualified leadership to serve the current and anticipated future needs of the membership, and shall reexamine regularly the Constitution, By-Laws and Policies of the Society.

B5.2.3.2 The Committee on Organization and Rules shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.4.1 The Committee on Finance and Investment, under the direction of the Board of Governors, shall have responsibility for supervising the financial and investment affairs of the Society, and supporting the Board and its committees by conducting an annual review of the Society's budgets.

B5.2.4.2 The Committee on Finance and Investment shall select its own Chair.
The Treasurer shall be an ex officio member of the Committee with vote and shall serve as Vice Chair. The Assistant Treasurer and the Second Assistant Treasurer shall be ex officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.5.1 The Committee on Executive Director Evaluation and Staff Compensation, under the direction of the Board of Governors, shall have 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 Retirement Plan Committee.

B5.2.5.2 The Committee on Executive Director Evaluation and Staff Compensation 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). The President and Immediate Past President are ex officio members of the committee with vote. The President-nominee/elect is an ex officio member of the Committee without vote. The Immediate Past President shall be the Chair. The incoming first-year Governor shall be selected by the President-Elect and approved by the Board of Governors.

The term of each of the current Board members at-large expires when their Board term expires.

B5.2.6.1 The Strategy Advisory Committee, under the direction of the Board of Governors, shall have responsibility for providing recommendations and guidance on tasks related to ASME’s strategy and planning.

B5.2.6.2 The Strategy Advisory Committee shall consist of the President, two current Board members-at-large (serving staggered terms, one second year and one third year) and the senior staff member responsible for Strategy. The incoming second-year Governor shall be selected by the President-Elect and approved by the Board of Governors. The term of the Board members-at-large expires when their Board term expires.

B5.2.7.1 The Committee on Honors, under the direction of the Board of Governors, shall have responsibility for recommending properly selected candidates for honors, medals, Honorary Members, and awards, and as required shall recommend recipients of joint awards, all subject to approval by the Board of Governors. However, the Board may delegate to the Committee on Honors the power to approve candidates for any honor, medal or award other than Honorary Member or ASME Medalist.
B5.2.7.2 The Committee on Honors shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The Chair of the General Awards Committee shall be an ex officio member with vote. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.8.1 The Committee of Past Presidents, under the direction of the Board of Governors, shall have responsibility for electing Fellows, overseeing the ethical practice of engineering, and providing guidance on matters where its experience may be useful, upon request by the President, Board of Governors, and other units of the Society.

B5.2.8.2 The Committee of Past Presidents shall select its own Chair and Vice Chair. Its membership shall consist of all living Past Presidents.

B5.2.9.1 The Audit Committee, under the direction of the Board of Governors, shall have responsibility for overseeing the accounting and financial reporting process of the Society and the audit of its financial statements and report its activities to the Board. The Committee will be responsible for overseeing the adoption and implementation of, and compliance with, the Society Policies on whistleblowers and conflicts of interest. The Committee will annually consider the performance and independence of the independent auditor and recommend retaining or renewing the retention of the independent auditor to the Board. The Committee will liaise with the independent auditor prior to the commencement of the audit and upon completion of the audit, review and discuss the audit results and any related management letter with the auditor including:

(a) any material risks and weaknesses in internal controls identified by the auditor;
(b) any restrictions on the scope of the auditor’s activities or access to requested information;
(c) any significant disagreements between the auditor and management; and
(d) the adequacy of the Corporation’s accounting and financial reporting processes.

B5.2.9.2 The Audit Committee shall consist of three current Board members-at-large (serving staggered terms on the Board) who serve as voting members. The Committee membership is determined by the Board of Governors and consists solely of “independent” members of the Board as defined under Section 102(a) (21) of the New York Not-for-Profit Corporation Law. The Chair shall be the senior Governor and the Vice Chair shall be the second-most senior Governor. The Treasurer shall be an ex officio member of the Committee without vote. The Assistant Treasurer and the Second Assistant Treasurer shall be ex officio members of the Committee without vote. The President-Elect makes the recommendation on the incoming first-year Board member-at-large. The term of the Board members-at-large expires when their Board term expires.

B5.2.10.1 The Sector Management Committee, under the direction of the Board of Governors, shall have responsibility for facilitating communication and collaboration among the Sectors. This includes coordination, integration, and facilitation for implementation of the enterprise strategy with the development, maintenance and execution of the Integrated Operating Plan.
B5.2.10.2 The Sector Management Committee shall consist of the Senior Vice Presidents, the Chair of the Group Engagement Committee, their respective staff counterparts, and the staff member with overall responsibility for operations. The Co-Chairs of the Committee shall be the Senior Vice President in their third year and the staff member with overall responsibility for operations. The President-Nominee/Elect will serve as an advisor to the Committee.
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<td>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). The President and Immediate Past President are ex officio members of the committee with vote. The President-nominee/elect is an ex officio member of the Committee without vote. The Immediate Past President shall be the Chair. Although the ASME Treasurer, the Executive Director and the Associate Executive Director of Human Resources and Facility Operations, 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.</td>
<td>B5.2.6.2 The SAC membership will consist of the President and the following appointees: three governors, one from each governor class and all serving in staggered three-year terms in parallel with their Board terms; one member from the Industry Advisory Board (proposed by the Industry Advisory Board and serving one or more full years on the SAC until the Industry Advisory Board proposes a successor); one member from the academic community (proposed by the Engineering Education Committee and serving one or more full years on the SAC until the Engineering Education Committee proposes a successor); one non-governor member selected by the ASME President; and one staff executive (nonvoting; proposed by the Executive Director and serving until the Executive Director proposes a successor). After the term of each of the initial group of governors appointed to the SAC, his or her successor will be appointed at the first meeting of the Board of Governors at which the</td>
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<td>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) and P-7.2, (Recognition of Staff Members - 10 Years or More).</td>
<td>B5.2.6.1 The Strategy Advisory Committee (SAC), under the direction of the Board of Governors, shall have responsibility for providing recommendations 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.</td>
<td>(Split into two By-Laws)</td>
<td>B5.2.7.1 The Committee on Honors, under the direction of the Board of Governors, shall have responsibility for recommending properly selected candidates for honors, medals, Honorary Members, and awards, and as required shall recommend recipients of joint awards, all subject to approval by the Board of Governors. However, the Board may delegate to the Committee on Honors the power to approve candidates for any honor, medal or award other than Honorary Member or ASME Medalist.</td>
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<td>2.8.6. The Committee on Organization and Rules shall consist of its own Chair, a Vice Chair, and a membership as determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.</td>
<td>2.8.6. The Committee on Finance and Investment shall consist of a select its own Chair, a Vice Chair and a membership as determined by the Board of Governors. The Treasurer shall be an ex officio member of the Committee with vote and shall serve as Vice Chair. The Assistant Treasurer and the Second Assistant Treasurer shall be ex officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their term of office.</td>
<td>2.8.6.2 The Strategy Advisory Committee shall consist of the President, two current Board members-at-large (serving staggered terms, one second year and one third year) and the senior staff member responsible for Strategy. The incoming second-year Governor shall be selected by the President-Elect and approved by the Board of Governors. The term of each of the current Board members-at-large expires when their Board term expires. (This makes the wording consistent with the other committees’ wording.)</td>
<td>2.8.7.2 The Committee on Honors shall consist of a select its own Chair and Vice Chair, and a membership as determined by the Board of Governors. The Chair of the General Awards Committee shall be an ex officio member with vote. The President-Elect may select a Governor to serve as Liaison to the Committee during their term of office.</td>
<td>2.8.7.2 The Committee of Past Presidents shall select its own Chair and Vice Chair, and a membership as determined by the Board of Governors. The Chair of the General Awards Committee shall be an ex officio member with vote. The President-Elect may select a Governor to serve as Liaison to the Committee during their term of office.</td>
<td>2.8.7.2 The Audit Committee shall consist of three current Board members-at-large (serving staggered terms on the Board) who serve as voting members. The Chair, a Vice Chair and a voting member. The Committee membership shall consist of the Board of Governors and consisting solely of “independent” members of the Board as defined under Section 102(a) (21) of the New York Not-for-Profit Corporation Law. The Chair shall be the senior Governor and the Vice Chair shall be the second most senior Governor. The Treasurer shall be an ex officio member of the Committee without vote. The Assistant Treasurer and the Second Assistant Treasurer shall be ex officio members of the Committee without vote. The Committee membership shall consist of the Board of Governors and consisting solely of “independent” members of the Board as defined under Section 102(a) (21) of the New York Not-for-Profit Corporation Law. The Chair shall be the senior Governor and the Vice Chair shall be the second most senior Governor. The Treasurer shall be an ex officio member of the Committee without vote. The Assistant Treasurer and the Second Assistant Treasurer shall be ex officio members of the Committee without vote. The SMC does not appear in the current By-Laws.)</td>
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The incoming first-year Governor shall be selected by the President-Elect and approved by the Board of Governors. The term of each of the current Board members at-large expires when their Board term expires.

(The deleted material is in the EDESC Operation Guide.)

President-Elect makes the recommendation on the incoming first-year Board member-at-large. The term of each of the current Board members at-large expires when their Board term expires.

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Other changes:

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 Honors, and the Committee of Past Presidents, and the Sector Management Committee.

(The SMC needs to be added to this By-Law. All appointments are done by the Board. No appointments are done by the President alone.)
Date Submitted: February 12, 2018
BOG Meeting Date: April 19, 2018

To: Board of Governors
From: Committee on Executive Director Evaluation and Staff Compensation
Presented by: K. Keith Roe, Chair, EDESC
Agenda Title: Change to By-Law B5.2.5.4

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

The By-Law for the Retirement Plan Committee originally included five committee members, with three of the members being members of the Executive Management Team (EMT). One of the three EMT members was to be the General Counsel.

It was later decided that the General Counsel should perform a legal advisory role, instead of being a member of the committee. Therefore, we are recommending a change in the committee membership to four members, two being members of the EMT, one member of Human Resources, and one volunteer.

Proposed motion for BOG Action: (if appropriate)

To approve the change to B5.2.5.4 for first reading.

Attachments: Red-lined By-Law change
B5.2.5.4 The Retirement Plan Committee, under the direction of the Committee on Executive Director Evaluation and Staff Compensation, shall have responsibility, as specified in the ASME Thrift Plan, the ASME Defined Contribution (DC) Plan, 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 Retirement Plan Committee shall consist of fourfive members: twothree members of the Executive Management Team, one member of the Human Resources Department and one Volunteer member of the Pension Plan Trustees. The threefour 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 be members with vote for as long as they hold the positions described in this By-Law B5.2.5.4. 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: January 3, 2018
BOG Meeting Date: April 18-19, 2018

To: Board of Governors
From: Standards and Certification Sector
Presented by: Sam Korellis
Agenda Title: Changes to By-Law B-5.4

Agenda Item Executive Summary:

The Standards and Certification Sector requests the attached By-Law change that makes the final approval of the Chairs of the Board on Hearings and Appeals and the Energy and Environmental Standards Advisory Board by the Standards and Certification Council consistent with how the chairs of the other Boards of the Sector included in B5.4.1.2 are approved.

Another change notes that the Chairs of the Board on Hearings and Appeals and the Energy and Environmental Standards Advisory Board will automatically serve on the Council, which is also consistent with the service on the Council by the chairs of the other Boards included in B5.4.1.2.

The other change notes that the senior staff support for the Sector is an Associate Executive Director, rather than the Deputy Executive Director.

These changes will be reflected in the Sector’s Operation Guide as soon as the By-Laws are approved.

ASME Committee on Organization and Rules reviewed the proposed changes during its January 17 meeting. It supports the proposed changes.

Proposed motion for BOG Action:

To approve the changes to By-Law B-5.4

Attachments: Redlined version of By-Law B-5.4.
B5.4 STANDARDS AND CERTIFICATION SECTOR

B5.4.1.1 The Standards and Certification Sector, under the direction of the Board of Governors, is responsible for the activities of the Society relating to codes and standards, including related conformity assessment programs. The Standards and Certification Sector will maintain a current Sector Operation Guide that will contain operational details of the Standards and Certification Sector that are not in these By-Laws.

B5.4.1.2 The Standards and Certification Sector shall be led by a Council on Standards and Certification (CSC) that consists of the following voting membership: a Senior Vice President as Chair; two Vice Chairs; no more than twelve members-at-large; the Chairs for the following Boards: Standardization and Testing, Nuclear Codes and Standards, Pressure Technology Codes and Standards, Safety Codes and Standards, and Conformity Assessment; and one representative each (preferably the Chair) from the Board on Hearings and Appeals and the Energy and Environmental Standards Advisory Board. The nonvoting membership of the Council shall consist of the Associate Deputy Executive Director and the Managing Directors, Standards and Certification.

B5.4.1.3 The incoming Senior Vice President of Standards and Certification shall be nominated by the Council on Standards and Certification from among its past or present Board Chairs and members-at-large for appointment by the Board of Governors for a term of three years. In the event that a past or present Board Chair or member-at-large is not available from the Council on Standards and Certification, then the Council shall defer to the Board of Governors for the Senior Vice President selection. Board Chairs who have been elected to a term that extends more than one year into a new term of the Senior Vice President of Standards and Certification are not eligible to become the Senior Vice President.

B5.4.1.4 The twelve members-at-large and the CSC Vice Chairs shall be appointed by the Board of Governors, as recommended by the Council on Standards and Certification. The term of each member-at-large and CSC Vice Chairs shall be three years, with the terms of one-third of the members-at-large ending at the close of the second Business Meeting of the fiscal year. The representatives (preferably the Chair) from the Board on Hearings and Appeals and the Energy and Environmental Standards Advisory Board shall be appointed by the Board of Governors, acting upon a recommendation from the Council on Standards and Certification. The term of each representative shall be three years, ending at the close of the second Business Meeting of the fiscal year.
B5.4.2.1 The following Boards will report directly to the Council on Standards and Certification:
Board on Standardization and Testing, Board on Nuclear Codes and Standards, Board on Pressure Technology Codes and Standards, Board on Safety Codes and Standards, Board on Conformity Assessment, Energy and Environmental Standards Advisory Board, Board on Codes and Standards Operations, Board on Strategic Initiatives, and the Board on Hearings and Appeals.

B5.4.2.2 The Boards on Standardization and Testing; Nuclear Codes and Standards; Pressure Technology Codes and Standards; Safety Codes and Standards; and Conformity Assessment shall supervise the development of codes and standards within their respective charters, including the development of conformity assessment criteria for applicable codes and standards. The Board on Conformity Assessment shall also supervise the administration of conformity assessment programs. The Energy and Environmental Standards Advisory Board shall coordinate initiation of new Standards and Certification products and services addressing global energy and environmental needs. The Board on Codes and Standards Operations shall approve on behalf of the Council, matters of procedures and personnel, and shall advise the Council on operational matters, including honors, information services, legal considerations, continuous improvement, and planning. The Board on Strategic Initiatives shall advise the Council on trends, implications, strategic issues and planning. The Board on Hearings and Appeals shall be a forum for appeals resulting from grievances related to procedural due process in codes, standards, accreditation, registration, and certification activities.

B5.4.2.3 The Boards on Standardization and Testing; Nuclear Codes and Standards; Pressure Technology Codes and Standards; Safety Codes and Standards; and Conformity Assessment shall each consist of a Chair; one or more Vice Chairs, and a membership, as determined by the Council on Standards and Certification. The Energy and Environmental Standards Advisory Board shall consist of a Chair, a Vice Chair, and a membership, as determined by the Council on Standards and Certification. The Board on Codes and Standards Operations shall consist of the Vice Chair, Operations of the Council on Standards and Certification as Chair, the Chair of the Board on Hearings and Appeals as Vice Chair, and a membership, as determined by the Council on Standards and Certification. The Board on Strategic Initiatives shall consist of the Vice Chair, Strategic Initiatives of the Council on Standards and Certification as Chair, a Vice Chair, and a membership, as determined by the Council on Standards and Certification. The Board on Hearings and Appeals shall consist of a Chair, and a membership as determined by the Council on Standards and Certification.
ASME Board of Governors
Agenda Item Cover Memo

Date Submitted: March 16, 2018
BOG Meeting Date: April 19-20, 2018
To: Board of Governors
From: Sector Management Committee
Presented by: Richard Marboe, Senior Vice President, Technical Events and Content
Agenda Title: Change to Composition of TEC Council

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

The TEC Council voted to add the Chair of the Technical Committee on Publications and Communications as a voting member on its Council.

Proposed motion for BOG Action: (if appropriate)

To approve for first reading the change to By-Law B-5.5.

Financial Implications: An additional volunteer will be eligible for a travel contribution.

Attachments: Red-lined By-Law change.
B5.5.1.2 The Technical Events and Content Sector shall be led by a Sector Council that consists of the following voting membership: a Senior Vice President (SVP) as Chair, the Segment Representatives representing each of the designated Sector Market Segments as outlined in the Sector Operation Guide, the Chair of the Technical Committee on Publications and Communications, and up to five members-at-large. The non-voting membership of the Sector Operating Council shall include staff as appointed by the Executive Director."

The following By-Law would be added:

B5.5.1.6 The Technical Committee on Publications and Communications (TCPC) is responsible for publications of the Society, except that the Standards and Certification Sector shall be in charge of codes and standards. The Committee shall consist of a Chair and a membership as determined by the Technical Events and Content Council.
ASME Board of Governors
Agenda Item Cover Memo

Date Submitted: March 16, 2018
BOG Meeting Date: April 19-20, 2018
To: Board of Governors
From: Sector Management Committee
Presented by: Paul Stevenson, Senior Vice President, Student and Early Career Development
Agenda Title: Change to Composition of SECD Council

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

The SECD Council voted to add an E-Fest Steering Committee as a permanent committee reporting to the Council.

Proposed motion for BOG Action: (if appropriate)

To approve for first reading the change to By-Law B-5.7.

Financial Implications: An additional volunteer will be eligible for a travel contribution.

Attachments: Red-lined By-Law change.
B5.7.1.2 The Student and Early Career Development Sector shall be led by a Council that consists of the following voting membership: a Senior Vice President as Chair; three members-at-large; and the Chairs of the following: the Student Programming Committee, and the Early Career Engineer Programming Committee, and the E-Fest Steering Committee. The Director, Student and Early Career Development and the Managing Director, Programs are non-voting staff members of the Council.

B5.7.2.1 The following Committees will report directly to the Student and Early Career Development Council: the Early Career Engineer Programming Committee, and the Student Programming Committee, and the E-Fest Steering Committee.

The following By-Law will be added:

B5.7.2.4 The E-Fest Steering Committee, under the direction of the Student and Early Career Development Council, is responsible for the development of Engineering Festivals (E-Fests). The Committee shall consist of a Committee Chair appointed by the Senior Vice President to a term of one year, renewable for up to three years, and a membership as determined by the Student and Early Career Development Council.
Date Submitted: March 16, 2018
BOG Meeting Date: April 19-20, 2018
To: Board of Governors
From: Committee on Organization and Rules
Presented by: Fred Stong, Chair
Agenda Title: Society Policy on Operation Guides

Agenda Item Executive Summary:

A concern has been raised about the Committee on Organization and Rules having the ability to review its own Operation Guide. It is recommended that the Audit Committee be given this responsibility.

Proposed motion for BOG Action: To approve the change to Society Policy P-4.12.

Financial Implications: None.

Attachments: Red-lined Society Policy change.
SOCIETY POLICY

OPERATION GUIDES

I. PREFACE

The Board of Governors of ASME has determined that it is beneficial to the operation of ASME for each unit to have an operation guide.

II. PURPOSE

A. To set the minimum requirements for the operation guide and
B. To establish the procedure for maintaining the operation guide.

III. POLICY

Each unit of ASME is to have an operation guide.

A. It may be in the form of an ASME Manual.
B. It may be for a number of similar units, e.g. Groups.

IV. PROCEDURE

A. Contents

1. The guide shall list the responsibilities of the unit, including those assigned by the ASME Constitution and By-Laws, the Society Policies, and any that are assigned by the Board of Governors.

2. The guide shall include an organization section defining the composition of the unit and the terms of the members, and listing the officers and their terms of office.

Where appropriate, the guide shall include procedures for filling a vacancy the office of vice president, if applicable in the event the position becomes vacant during an incumbent’s term of office.

3. The guide shall include an operations section listing the operating procedures and the meetings.

4. The guide shall include budgeting procedures, fiscal responsibilities and reporting procedures where applicable and in conformity with Fiscal Policies of the society as stated in Society Policy P-2.9.

5. The guide shall include vision and/or mission statements or other statements of purpose or direction of the unit.
B. Review and Maintenance

1. For units reporting to the Board of Governors an up-to-date copy of the operation guide shall be provided to the Committee on Organization and Rules for review and to provide a single location and source for these guides. This review should occur at least every three years, or when significant changes take place.

1.2. The Committee on Organization and Rules Operation Guide shall be provided to the Audit Committee for review. This review should occur at least every three years, or when changes take place.

2.3. For units reporting to sectors an up-to-date copy of the operation guide shall be provided to and maintained within each sector as determined by each sector.

Responsibility: Committee on Organization and Rules

Adopted: June 11, 1987

Reaffirmed: November 19, 1998

Revised: (editorial changes 8/88)

(editorial changes 5/89)

June 22, 1989

September 13, 1990

September 17, 1992

(editorial changes 3/01)

June 7, 2001

June 1, 2005

(editorial changes 1/14)

(editorial changes 1/20/15)
Date Submitted: April 4, 2018
BOG Meeting Date: April 19-20, 2018

To: Board of Governors
From: Said Jahanmir
Agenda Title: FY19 Presidential Committee Appointments

Agenda Item Executive Summary:
Governor-Elect Joe Fowler has been appointed to the Audit committee for 2018-2021.

Proposed motion for BOG Action:
For receipt.

Attachments:
AGENDA ITEM COVER MEMO

Date Submitted: April 4, 2018
BOG Meeting Date: April 19-20, 2018

To: Board of Governors
From: Committee on Organization and Rules
Presented by: Fred Stong
Agenda Title: Proposed Appointments

Agenda Item Executive Summary:

Proposed appointments reviewed by the COR on March 26, 2018
and April 3, 2018.

Proposed motion for BOG Action:

To approve the appointments listed in Agenda Appendix 2.8.13.

Attachments: Document attached.
## APRIL 2018
### PROPOSED APPOINTMENTS TO ASME UNITS

<table>
<thead>
<tr>
<th>Internal Unit</th>
<th>Nominee</th>
<th>Appointment Position/Title</th>
<th>Appointment Term/Category</th>
<th>Appointment Type</th>
<th>History</th>
</tr>
</thead>
<tbody>
<tr>
<td>Council on Standards and Certification</td>
<td>Ralph Hill</td>
<td>Member-at-Large</td>
<td>June 2018 - June 2021</td>
<td>Initial</td>
<td>Board on Nuclear Codes and Standards</td>
</tr>
<tr>
<td>Council on Standards and Certification</td>
<td>Mike Parnell</td>
<td>Member-at-Large</td>
<td>June 2018 - June 2021</td>
<td>Reappointment</td>
<td>Board on Safety Codes and Standards</td>
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<tr>
<td>Council on Standards and Certification</td>
<td>Curtis Richardson</td>
<td>Member-at-Large</td>
<td>June 2018 - June 2021</td>
<td>Initial</td>
<td>Robotic Industries Association Board member</td>
</tr>
<tr>
<td>Council on Standards and Certification</td>
<td>Tina Toburen</td>
<td>Member-at-Large</td>
<td>June 2018 - June 2021</td>
<td>Initial</td>
<td>Board on Standardization and Testing</td>
</tr>
<tr>
<td>Committee on Organization and Rules</td>
<td>Julie Kulik</td>
<td>Member-at-Large</td>
<td>July 2018 - June 2021</td>
<td>Reappointment</td>
<td>Diversity and Strategy Inclusion Committee</td>
</tr>
<tr>
<td>Committee on Organization and Rules</td>
<td>Fred Stong</td>
<td>Member-at-Large</td>
<td>July 2018 - June 2021</td>
<td>Reappointment</td>
<td>Nominating Committee</td>
</tr>
<tr>
<td>Committee on Organization and Rules</td>
<td>Sam Zamrik</td>
<td>Member-at-Large</td>
<td>July 2018 - June 2021</td>
<td>Reappointment</td>
<td>Past President</td>
</tr>
<tr>
<td>Pension Plan Trustees</td>
<td>Harry Armen</td>
<td>Member</td>
<td>July 2018 - June 2021</td>
<td>Reappointment</td>
<td>Past President</td>
</tr>
<tr>
<td>Pension Plan Trustees</td>
<td>Warren DeVries</td>
<td>Member</td>
<td>July 2018 - June 2021</td>
<td>Reappointment</td>
<td>Past Secretary-Treasurer and Governor</td>
</tr>
</tbody>
</table>

## PROPOSED APPOINTMENT TO EXTERNAL UNIT

<table>
<thead>
<tr>
<th>External Unit</th>
<th>Nominee</th>
<th>Appointment Position/Title</th>
<th>Appointment Term/Category</th>
<th>Appointment Type</th>
<th>History</th>
</tr>
</thead>
<tbody>
<tr>
<td>Institute of Noise Control Engineering</td>
<td>Albert Kirwan</td>
<td>ASME Representative</td>
<td>7/2018 – 6/2019</td>
<td>Initial</td>
<td>Noise Control and Acoustics Division Executive Committee</td>
</tr>
</tbody>
</table>
Date Submitted: April 4, 2018  
BOG Meeting Date: April 20, 2018

To: Board of Governors  
From: Executive Staff  
Presented by: Jeff Patterson  
Agenda Title: FY18 Integrated Operating Plan Update

Agenda Item Executive Summary:

The Chief Operating Officer will update the Board of Governors on the quarterly status of performance on operating goals.

Proposed motion for BOG Action:

None.

Attachments:
Date Submitted: March 29, 2018  
BOG Meeting Date: April 19-20, 2018

To: Board of Governors  
From: Strategy Advisory Committee  
Presented by: John Goossen, Chair of Strategy Advisory Committee and Elena Gerstmann, Deputy, Executive Operations  
Agenda Title: Review of Proposed Strategic Goals

Agenda Item Executive Summary:

The Strategy Advisory Committee (SAC) is charged with providing recommendations to the Board related to appropriateness of the Society Goals and supporting goals. In reviewing the Strategy, the committee feels further clarification is needed related to our existing seven Board-approved Society Goals. SAC has written 16 Strategic Goals that tie directly to the seven Society Goals. The intent is to provide a clear bridge for ASME to tie Operating Goals to Society Goals. SAC is asking the Board to approve these 16 newly written 10 Year Strategic Goals. Additionally, SAC recommends deleting the words, “10 Years” from Society Goals while keeping the ten year framework connected to Strategic Goals.

In brief, the new 10 Year Strategic Goals are meant to provide clarity to Society Goals. They are intentionally qualitative and aspirational. We expect all Operating Goals in the Integrated Operating Plan to align directly to specific 10 Year Strategic Goals. Additionally, we expect Operating Goals to be SMART (Specific, Measurable, Achievable, Realistic, and Timely).

Proposed motion for BOG Action:

The Board approves:

- removing “10 Year” in “10 Years Society Goals” in the current Strategy.  
- the sixteen Strategic Goals as noted in the attached document.
Financial Implications:
None

Attachment:
Draft Strategic Goals document.
Society Goals (black text with Roman numerals; approved by FY17 Board) ➔ 10-Year Strategic Goals (red text with Arabic numerals; not yet reviewed by Board)

This draft has 7 Society Goals and 16 Strategic Goals.

I) ASME is an internationally-renowned **thought leader and networking hub** for engineering knowledge and information, best practices, and events.

1. ASME is recognized as a leader in our focus technologies.
2. ASME will be the first choice for individuals, industry, governments, and academia for networking and sharing engineering knowledge.
3. ASME has increased its network of members and other participants to widen its influence and reputation for expertise.

II) ASME enables **collaboration** among industry, government, and academia to advance the cause of engineering worldwide.

4. ASME is recognized as a key integrator and partners with companies, government bodies, universities, research institutions, national labs, and other professional societies from around the world to address technical issues and/or develop solutions that advance engineering.
5. ASME will be recognized and called upon as the credible neutral convener related to public policy and ASME’s experts are called upon by governments to provide technical knowledge and advice.

III) ASME’s **engagement is open and seamless**, empowering individuals worldwide to contribute, communicate, and consume engineering content to solve technical problems.

6. ASME’s easily accessible technical and social networks are widely sought out by individuals seeking to collaborate and solve problems.
7. ASME is the first choice to create communities of diverse participants to provide the total solution to technical problems.

IV) ASME is **globally respected** for its Standards and Certification programs and is recognized for enhancing public safety and improving quality of life for humankind.

8. ASME continues to lead, defend, and safeguard its position as the global leader in Standards and Certification Development in our core strengths (e.g., pressure technology) while having a strong acquisition/partnering function in other technologies.
9. ASME has increased the number of standards and certification programs being developed, adopted by countries, and accepted by companies. (This may include related documents like early guidelines, best practice documents, and the like.)
V) ASME offers education and training programs to prepare the workforce of tomorrow to address the world’s challenges.

10. Working closely with industry and academia, ASME’s education and training are clear global leaders in preparing engineers for every stage of their career.

11. ASME enables the collaboration of mechanical engineering department leaders in education of future and current engineers for the workforce.

VI) ASME engages and inspires future generations to pursue careers in engineering.¹

12. Student and Early Career Engineer involvement has increased and is thriving globally.

13. ASME, working with others as appropriate, has expanded activities, events, products, and recognition programs that engage and inspire future generations and provide a strong incentive to enter the engineering profession and participate with ASME.

VII) ASME’s growing impact on the world is enabled by a well-managed and diversified revenue stream that provides sustainable financial health.

14. ASME grows revenue and ensures surplus (i.e., revenues are greater than expenses) each year to enable increased investment in new impactful and sustainable products and programs that support our mission.

15. ASME maintains a modern set of tools and capabilities that efficiently and effectively support the needs of the enterprise.

16. ASME has expanded its global footprint and strengthened its value proposition through strategic alliances, acquisitions, and/or mergers that further our mission.

¹ This is a placeholder for a future Strategic Goal under Society Goal VI. “Grow the Foundation in Scholarships and through projects to inspire future generation of engineers.”
ASME Board of Governors
Agenda Item
Cover Memo

Date Submitted: April 5, 2018
BOG Meeting Date: April 20, 2018

To: Board of Governors
From: Conformity Assessment
Presented by: Jon Labrador
Agenda Title: Deep Dive: Conformity Assessment

Agenda Item Executive Summary:

A detailed overview of Conformity Assessment’s product suite, including a review of its evolution and growth, where we are at the current state and what lies ahead for its programs.

Proposed motion for BOG Action:

None

Attachments:
ASME Board of Governors
Agenda Item
Cover Memo

Date Submitted: April 3, 2018
BOG Meeting Date: April 20, 2018

To: Board of Governors
From: Elena Gerstmann, Deputy, Executive Operations
Presented by: Elena Gerstmann
Agenda Title: Status Report on July 2017 Board Retreat

Agenda Item Executive Summary:

Work continues on the output from the July 2017 Board retreat. A status report will be presented to the Board.

Proposed motion for BOG Action:
None.

Attachments: