

ACTION

DRAFT AGENDA – OPEN SESSION FY23 BOARD OF GOVERNORS MEETING

Wednesday, April 19, 2023 12:00 pm to 1:45 pm (EDT) Lunch served at 11:30 a.m.

1. Opening of the Meeting (Start Time 12:00 pm)

- 1.1. <u>Call to Order</u> Karen Ohland
- 1.2.Adoption of the AgendaACTION1.3.President's Remarks (10 minutes)
Karen OhlandINFORMATION1.4.Executive Director/CEO's Remarks (10 minutes)
Tom CostabileINFORMATION
- 1.5. Consent Items for Action

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

- 1.5.1. Approval of Minutes of January 31, 2023
- 1.5.2. Proposed Appointments
- 1.5.3. 2023-2024 Membership Dues
- 1.5.4. Selection of Senior Vice Presidents Proposed Changes to B5.3, B5.4, B5.5, B5.6 and B5.7, first reading
- 1.5.5. History and Heritage Committee, Old Guard Committee and Scholarship Committee – Proposed Changes to B5.2 and B5.6, first reading
- 1.5.6. Proposed Changes to By-Law B5.4, first reading
- 1.5.7. Changes to Society Policy P-5.2

2. Open Session Agenda Items

2.1.	<u>YTD Financial Update</u> (10 minutes) Bill Garofalo	INFORMATION
2.2.	<u>ECLIPSE Intern Report</u> (10 minutes) Hind Hajjar	INFORMATION
2.3.	<u>Membership & Engagement Update</u> (15 minutes) Susan Ipri Brown, Andy Bicos & Wolf Yeigh	DISCUSSION

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2.4.	<u>Climate Change – Committee on Sustainability</u> (15 minutes) Tom Costabile	INFORMATION
2.5.	<u>Liaison Report – VOLT</u> (10 minutes) Rick Marboe	INFORMATION
2.6.	FY23 Q3 Enterprise Goals Performance Jeff Patterson (15 minutes)	INFORMATION
2.7.	<u>July Planning Meeting</u> (5 minutes) Michael Johnson	INFORMATION

3. New Business

4. Open Session Information Items

4.1. Dates of Future Meetings

DATE	DAY	TIME	LOCATION
May 5, 2023	Friday	2:00 pm – 3:30 pm	Virtual Information Session
June 4, 2023	Sunday	8:30 am – 3:00 pm	St. Louis, MO
June 6, 2023*	Tuesday	8:30 am – 3:00 pm	St. Louis, MO
July 10-12, 2023*	Monday-Wednesday	8:30 am – 5:00 pm	TBD

*FY24 Board of Governors

5. Adjournment – Open Session

List of Appendices

- 1.5.2. Proposed Appointments
- 1.5.4. Selection of Senior Vice Presidents Proposed Changes to B5.3, B5.4, B5.5, B5.6 and B5.7, first reading
- 1.5.5. History and Heritage Committee, Old Guard Committee and Scholarship Committee Proposed Changes to B5.2 and B5.6, first reading
- 1.5.6. Proposed Changes to By-Law B5.4, first reading
- 1.5.7. Changes to Society Policy P-5.2
- 2.2. ECLIPSE Intern Report
- 2.5. Liaison Report VOLT
- 2.6. FY23 Q3 Enterprise Goals Performance

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

Date Submitted: March 29, 2023 BOG Meeting Date: April 19, 2023

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

Agenda Item Executive Summary:

Proposed appointments reviewed by the COR on March 22, 2023.

Proposed motion for BOG Action:

To approve the attached appointments.

Attachments: Document attached.

APRIL 2023 PROPOSED APPOINTMENTS TO ASME UNITS

Internal Unit	Nominee	Appointment Position/Title	Appointment Term/Category	Appointment Type	History
TEC Sector	Thomas Lavertu	Vice Chair	July 2023 – June 2026	Reappointment	Chair, Internal Combustion Engine Division; Chair. Large Bore Engine Committee
TEC Sector	Damian Vogt	Member-at-Large	July 2023 – June 2025	Reappointment	Chair, IGTI; Chair, Structures and Dynamics Committee
Standards and Certification Sector	Michael McGettigan	Member-at-Large	March 2023 – June 2026	Initial	Chair, Nominating Committee; Member, Board on Safety Codes and Standards;
Committee on Organization and Rules	Leila Aboharb	Member-at-Large	July 2023 – June 2026	Reappointment	Member, Nominating Committee; Member, Student Programming Committee
Committee on Organization and Rules	Richard Marboe	Member-at-Large	July 2023 – June 2026	Initial	Current Governor; Senior Vice President TEC Sector
Committee on Organization and Rules	Richard Swayne	Member-at-Large	July 2023 – June 2024 (Filling unexpired term of Thomas Vogan, who is becoming SVP of Standards and Certification)	Initial	Member, Board on Nuclear Codes and Standards; Member, Nominating Committee
Committee on Philanthropy	Ying Feng Pang	Member-at-Large	May 2023 – June 2026	Initial	Chair, Santa Clara Valley Section
Committee on Philanthropy	Anita Rebarchak	Member-at-Large	May 2023 – June 2026	Initial	Member, General Awards Committee; Chair, ECE Programming Committee



ASME Board of Governors Agenda Item Cover Memo

Date Submitted: March 30, 2023 **BOG Meeting Date:** April 19, 2023

To: Board of Governors (BOG) From: Executive Committee Presented by: Karen Ohland Agenda Title: 2023 – 2024 Membership Dues

Agenda Item Executive Summary:

The Executive Committee has reviewed the 2023-2024 membership dues information with staff who have recommended not to increase dues. The Executive Committee concurs that dues should not be adjusted for this next year, due to changes in the mix of new and renewing members.

The Executive Committee recommends that the Board of Governors not increase or decrease base membership dues for 2023-2024. The base membership dues would remain at \$158.00.

Proposed motion for BOG Action:

To approve 2023-2024 membership dues of \$158.00.

Attachments: None



ASME Board of Governors Agenda Item Cover Memo

Date Submitted: March 29, 2023 BOG Meeting Date: April 19, 2023

To: Board of Governors From: Committee on Organization and Rules Presented by: Emily Boyd Agenda Title: Selection of Senior Vice Presidents

Agenda Item Executive Summary:

The proposed changes to B5.3, B5.4, B5.5, B5.6, and B5.7 bring uniformity to how Senior Vice Presidents are selected.

Proposed motion for BOG Action:

To approve for first reading changes to By-Laws B5.3, B5.4, B5.5, B5.6 and B5.7.

Attachments: Document attached.

By-Laws Related to the Selection of Senior Vice Presidents

B5.3.1.3 The incoming Senior Vice President, Public Affairs and Outreach shall be nominated by the Public Affairs and Outreach <u>Sector</u> Council-from among its past or present volunteer members for appointment by the Board of Governors for a term of three years. In the event that a past or present volunteer member is not available from the Public Affairs and Outreach Council, then the Council shall defer to the Board of Governors for the selection. Chairs who have been elected to a term that extends more than one year into a new term of the Senior Vice President of Public Affairs and Outreach are not eligible to become the Senior Vice President.

B5.4.1.3 The incoming Senior Vice President of Standards and Certification shall be nominated by the Council on Standards and Certification Sector Council 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.

B5.5.1.3 The incoming Senior Vice President of the Technical and Engineering Communities Sector shall be nominated by the Technical and Engineering Communities Sector Council from among its past or present volunteer members for appointment by vote of the Board of Governors to a term of three years. In the event that a past TEC Sector Council member is not available, then the Sector Council will make a recommendation for a qualified candidate to the Board of Governors for consideration.

B5.6.1.3 The incoming Senior Vice President, Member Development and Engagement shall be nominated by the Member Development and Engagement <u>Sector</u> Council from among its past or present volunteer members for appointment by the Board of Governors for a term of three years. In the event that a past or present volunteer member is not available from the Member Development and Engagement Council, then the Council shall defer to the Board of Governors for the selection.

B5.7.1.3 The incoming Senior Vice President, Student and Early Career Development shall be nominated by the Student and Early Career Development <u>Sector</u> Council from among its past or present volunteer members for appointment by the Board of Governors for a term of three years. In the event that a past or present volunteer member is not available from the Student and Early Career Development Council, then the Council shall defer to the Board of Governors for the selection. Chairs who have been elected to a term that extends more than one year into a new term of the Senior Vice President of the Student and Early Career Development Sector are not eligible to become the Senior Vice President.



ASME Board of Governors Agenda Item Cover Memo

Date Submitted: March 29, 2023 BOG Meeting Date: April 19, 2023

To: Board of Governors From: Committee on Organization and Rules Presented by: Emily Boyd Agenda Title: History and Heritage Committee, Old Guard Committee and Scholarship Committee

Agenda Item Executive Summary:

The proposed changes to B5.2 and B5.6 have the History and Heritage Committee reporting directly to the Board of Governors, the Old Guard reporting to the Executive Committee rather than the MDE Sector, and to define the Scholarship Committee.

Proposed motion for BOG Action:

To approve for first reading changes to By-Law B5.2 and By-Law B5.6.

Attachments: Document attached.

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

B5.2.1 The sectors reporting to the Board of Governors shall be the Member Development and Engagement Sector, the Standards and Certification Sector, the Technical and Engineering Communities Sector, the Public Affairs and Outreach Sector and the Student and Early Career Development Sector.

Each sector shall be led by a council. The council of each sector shall consist of such voting members as specified in the sector By-Laws. Individuals, as may be required or designated pursuant to any statute, regulation, or court order or consent decree may also be voting or non-voting members of a sector council. A member of the senior staff of the sector, if any, may be a voting member of the sector council. The sector council may designate both volunteer and staff non-voting members.

The duties and responsibilities of the sectors shall be as designated from time to time by the Board of Governors. Each sector shall maintain its own operation guide as prescribed by Society Policy. Each sector shall be chaired by a senior vice president who shall serve a term of three years. Additional service as the same senior vice president may occur after an interruption of one or more years or following a partial term. Senior vice presidents shall attend meetings of the Board of Governors without vote.

- 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: Executive Committee, Committee on Organization and Rules, Committee on Finance, Audit Committee, Committee on Executive Director/CEO Evaluation and Staff Compensation, Committee on Honors, Committee of Past Presidents, Philanthropy Committee, Diversity, Equity and Inclusion Strategy Committee, Industry Advisory Board, Volunteer Orientation and Leadership Training Academy, and the History and Heritage 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.
- B5.2.3.1 The Executive Committee shall act on behalf of the Board of Governors between Board of Governors meetings, its authority limited to those matters specifically provided for in these By-Laws and specifically delegated to it, consistent with applicable law, by the Board of Governors from time to time. All such actions shall be ratified by the Board of Governors at its next scheduled meeting. The Executive Committee shall have responsibility to accept grants, gifts or bequests in accordance with By-Law B4.4.4. The Executive Committee shall meet from time to time as deemed necessary by the Committee. The Executive Committee shall have responsibility for overseeing, the Scholarship Committee, and the Old Guard Committee.
- B5.2.3.2 The President will serve as Chair of the Executive Committee. One Elected Governor from each class, who is selected by closed written ballot by the Board of Governors at the Board's first meeting of the fiscal year, shall constitute the remaining voting members of the Executive Committee. If a round of closed written balloting shall fail to produce a majority vote of those present and constituting a quorum in support of a Governor, the lowest vote-getter shall be removed from the ballot for one or more subsequent rounds of closed written balloting until a single candidate shall receive a majority vote of those present and constituting a quorum. If a round of closed written balloting shall produce a tie, the tie shall be broken by a drawing of straws by the tied candidates, and the

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	candidate who draws the shorter or shortest straw shall be removed from the ballot for one or more subsequent rounds of closed written balloting until a single candidate shall receive a majority vote of those present and constituting a quorum. The Executive Director/CEO is a non-voting member of the Executive Committee.	
<u>B5.2.3.3</u>	The Scholarship Committee, under the direction of the Executive Committee, shall have responsibility for selecting recipients of ASME scholarships, approving the establishment of new scholarships, and other activities related to ASME scholarships.	
	The Scholarship Committee shall consist of a Chair, a Vice Chair and a membership as determined by the Executive Committee.	
<u>B5.2.3.4</u>	The Old Guard Committee, under the direction of the Executive Committee, shall have responsibility for administration of its competitions and awards.	
	The Old Guard Committee shall consist of a Chair, a Vice Chair and a membership as determined by the Executive Committee.	Formatted: Indent: First line: 0"
B5.2.4.1	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.	
B5.2.4.2	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 may select a Governor to serve as Liaison to the Committee during their Presidential term.	
B5.2.5.1	The Committee on Finance, under the direction of the Board of Governors, shall have responsibility for supervising the financial affairs of the Society and supporting the Board and its committees by conducting an annual review of the Society's budgets.	
B5.2.5.2	The Committee on Finance shall consist of four members-at-large (serving staggered terms on the Committee), the Treasurer, the Chief Financial Officer and the Assistant Treasurer, if any. At least one but not more than two at-large members shall have previously served on the Board of Governors. At the first meeting of the fiscal year, the Committee shall select its Chair from among its members-at-large.	
	The Treasurer shall be an ex officio member of the Committee with vote and shall serve as Vice Chair. The Chief Financial Officer and the Assistant Treasurer, if any, shall be ex officio members of the Committee without vote. The Committee shall nominate candidates for the member-at-large positions for appointment by the Board of Governors. The term of the members-at-large shall be three years. A member-at-large can serve no more than two consecutive terms (or a total of six years) without a break of at least two years. The President may select a Governor to serve as Liaison to the Committee during their Presidential term.	
B5.2.6.1	The Committee on Executive Director/CEO 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/CEO's performance planning and evaluation and for making recommendations to the Board regarding the Executive Director/CEO'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; and staff and	

retiree benefit programs. 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 Retirement Plan Committee.

- B5.2.6.2 The Committee on Executive Director/CEO Evaluation and Staff Compensation shall consist of the President, and three current Elected Governors (serving staggered terms on the Board). The President shall nominate an incoming first year Elected Governor for appointment by the Board. The President shall serve as an ex officio member of the Committee with vote.. The Chair shall be the senior Governor and the Vice Chair shall be the second-most senior Governor. The Elected Governors shall serve a three year term unless their term on the Board of Governors expires earlier than three years.
- B5.2.6.3 The Retirement Plan Committee, under the direction of the Committee on Executive Director/CEO 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 four members: two members of the Executive Management Team, one member of the Human Resources Department and one Volunteer member selected by the EDESC. The three staff members will be nominated by the Executive Director/CEO and 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 B5.2.6.3.

- 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 may select a Governor to serve as Liaison to the Committee during their Presidential term.
- B5.2.7.3 The General Awards Committee, under the direction of the Committee on Honors, shall seek candidates for all honors and awards except Honorary Members, the ASME Medal, and group-level awards, and shall screen nominations and make recommendations to the Committee on Honors.

The General Awards Committee shall consist of a Chair, a Vice Chair and a membership as determined by the Committee on Honors.

B5.2.7.4 Other Society award committees, including special award committees, shall in accordance

with the policies and procedures administered by the Committee on Honors, seek nominees for honors in their several areas of interest, shall screen nominations, and make recommendations to the Committee on Honors.

- 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, unless the Board of Governors, Executive Committee or Ethics Committee makes a finding that results in the censure, expulsion, suspension or other disciplinary action of a Past President involving the following conduct:

(a) violation or attempted violation of the Society Policies with respect to Ethics, Code of Conduct or Discrimination and Discriminatory Harassment, knowingly assisting or inducing another to violate or attempt to violate the Society Policies with respect to Ethics, Code of Conduct, or Discrimination and Discriminatory Harassment, or doing so through the acts of another;

(b) illegal conduct that adversely reflects on the Past President's honesty, trustworthiness or fitness to serve ASME in a position of trust;

(c) conduct involving breach of fiduciary duty, dishonesty, fraud, deceit or misrepresentation; or

(d) other conduct that is or reasonably could be harmful to the reputation and administration of the Society.

Disciplinary action for conduct described in B5.2.8.2 (a) through (d) shall render a Past President ineligible for membership on the Committee of Past Presidents and shall result in the expulsion from the Committee of any current member of the Committee of 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 Elected Governors- (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 Chief Financial Officer and the Assistant Treasurer shall be ex officio members of the Committee without vote. The President shall nominate an incoming first-year Elected Governor for appointment by the Board. The Governors shall serve a three year term unless their term on the Board of Governors expires earlier than three years.

- B5.2.10.1 The Philanthropy Committee, under the direction of the Board of Governors, shall have responsibility for advising the Board of Governors and assisting the Society in connection with fundraising activities and philanthropic programs carried out using the Society's name or other resources.
- B5.2.10.2 The Philanthropy Committee shall select its own Chair and Vice Chair. The ASME Executive Director/CEO, the ASME Managing Director of Philanthropy and the ASME Managing Director of Programs shall be ex officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President may select a Governor to serve as Liaison to the Committee during their Presidential term.
- B5.2.11.1 The Diversity, Equity and Inclusion Strategy Committee, under the direction of the Board of Governors, shall have responsibility for providing insight and advice into promoting diversity, equity and inclusion within ASME and mechanical engineering.
- B5.2.11.2 The Diversity, Equity and Inclusion Strategy Committee shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President may select a Governor to serve as Liaison to the Committee during their Presidential term.
- B5.2.12.1 The Industry Advisory Board, under the direction of the Board of Governors, shall have responsibility for providing a voice for industry within ASME through the communication of the needs of engineers that are engaged in industry.
- B5.2.12.2 The Industry Advisory Board shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President may select a Governor to serve as Liaison to the Board during their Presidential term.
- B5.2.13.1 The Volunteer Orientation and Leadership Training Academy, under the direction of the Board of Governors, shall have responsibility for developing ASME's volunteer leadership. VOLT's programmatic offerings extend to volunteers serving throughout the Society at all levels.
- B5.2.13.2 The Volunteer Orientation and Leadership Training Academy shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President may select a Governor to serve as Liaison to the Academy during their Presidential term.
- B5.2.14.1 The History and Heritage Committee, under the direction of the Board of Governors, shall have responsibility for the Historic Mechanical Engineering Landmark Program, maintaining records of notable mechanical engineering achievements and personalities, and other history and heritage activities within ASME and mechanical engineering.
- B5.2.14.2 The History and Heritage Committee shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.6 MEMBER DEVELOPMENT AND ENGAGEMENT SECTOR

- B5.6.1.1 The Member Development and Engagement Sector, under the direction of the Board of Governors, is responsible for providing governance for professional sections, student sections, <u>and</u> membership development. The Member Development and Engagement Sector will maintain a current Sector Operation Guide that will contain operational details of the Member Development and Engagement Sector that are not in these By-Laws.
- B5.6.1.2 The Member Development and Engagement Sector shall be led by a Council that consists of the following voting membership: a Senior Vice President as Chair; Chair, North American Regions; Chair, International Regions; Chair, Student Sections; Communications and Tools Coordinator; Membership Development Coordinator; Finance Coordinator; and up to two members-at-large. The Director, Section Support is a nonvoting member of the Council.
- B5.6.1.3 The incoming Senior Vice President, Member Development and Engagement shall be nominated by the Member Development and Engagement Council from among its past or present volunteer members for appointment by the Board of Governors for a term of three years. In the event that a past or present volunteer member is not available from the Member Development and Engagement Council, then the Council shall defer to the Board of Governors for the selection.
- B5.6.2.1 The following Committees will report directly to the Member Development and Engagement Council: the North America Regions Committee, the International Regions Committee, and the Student Sections/Early Career Engagement Committee.
- B5.6.2.2 The North American Regions Committee, under the direction of the Member Development and Engagement Council, is responsible for the activities of the North American Sections. The Committee shall consist of the Chair, North American Regions, appointed by the Senior Vice President to a term of three years and the Northeast, Southeast, Midwest, Northwest, and Southwest Region Leaders.
- B5.6.2.3 The International Regions Committee, under the direction of the Member Development and Engagement Council, is responsible for the activities of the Sections outside North America. The Committee shall consist of the Chair, International Regions, appointed by the Senior Vice President to a term of three years and the Asia-Pacific; Europe; Latin America and Caribbean; and Middle East and Africa Region Leaders.
- B5.6.2.4 The Student Sections/Early Career Committee, under the direction of the Member Development and Engagement Council, is responsible for coordinating the Sector's activity with the Student and Early Career Development Sector. The Committee shall consist of the Chair, Student Sections, appointed by the Senior Vice President to a term of three years, and the Student Section Advisory Committee Chair, the Student Leader Training Chair, and the Early Career Programs Chair.
- B5.6.2.5 The members-at-large shall be appointed by the Board of Governors as recommended by the Member Development and Engagement Sector Council. The term of the members-at-large shall be up to three years.

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ASME Board of Governors Agenda Item Cover Memo

Date Submitted: March 29, 2023 BOG Meeting Date: April 19, 2023

To: Board of Governors From: Committee on Organization and Rules Presented by: Emily Boyd Agenda Title: Proposed Changes to By-Law B5.4

Agenda Item Executive Summary:

The proposed changes to B5.4 reflect the merger of two advisory bodies: the Energy and Environmental Standards Advisory Board (EESAB) and the Board on Strategic Initiatives (BSI). The merged group will be the Technical and Strategic Advisory Board (TSAB).

Proposed motion for BOG Action:

To approve for first reading changes to By-Law B5.4.

Attachments: Document attached.

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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; <u>a Vice Chair</u>; 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, Conformity Assessment, <u>Hearings and Appeals and the Technical and Strategic</u> Advisory Board. The nonvoting membership of the Council shall include ASME staff as appointed by the Executive Director/CEO.
- 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 Chair 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 Chair 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.
- 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, <u>Technical and Strategic</u> Advisory Board, Board on <u>Council</u>, <u>Operations</u>, 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 Technical and Strategic Advisory Board, under the direction of the Council on Standards and Certification, will consider and evaluate products and services and make recommendations to the relevant Boards and business units

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while collaborating with the Strategy Office. The Board on Council 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 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; Conformity Assessment and the Technical and Strategic Advisory Board shall each consist of a Chair; one or more Vice Chairs, and a membership, as determined by the Council on Standards and Certification. The Board on <u>Council</u> Operations shall consist of the Vice Chair 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 Hearings and Appeals shall consist of a Chair, and a membership as determined by the Council on Standards and Certification. **Deleted:** shall coordinate initiation of new Standards and Certification products and services addressing global energy and environmental needs

Deleted: Codes and Standards

Deleted: The Board on Strategic Initiatives shall advise the Council on trends, implications, strategic issues and planning.

Deleted: and

Deleted: 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.

Deleted: Codes and Standards

Deleted: , Operations

Deleted: 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.



March 29, 2023		
April 19, 2023		
To: Board of Governors		
on Organization and Rules		
nily Boyd		
anges to Society Policy P-5.2		
1		

Agenda Item Executive Summary:

Modifications to Society Policy P-5.2 reflect current practices.

Proposed motion for BOG Action:

To approve changes to Society Policy P-5.2

Attachment(s): Society Policy changes.



P-5.2 2/15

SOCIETY POLICY

STUDENT MEMBERSHIP AND ESTABLISHMENT OF ASME STUDENT SECTIONS

I. PREFACE

- A. Article C3.1.7 of the Constitution states: "A Student Member shall be a student regularly enrolled and working towards a degree in an approved curriculum, or towards an engineering degree in a regionally accredited institution."
- B. By-Law B3.1.7 states: "An approved curriculum is one which leads to a degree in engineering or engineering technology."
- C. The <u>Member Development and Engagement Council (MDE)</u> may authorize the organization of a student section in any school having an approved curriculum and upon completion of the required documents as part of the student section application.

Deleted: Student Section Enterprise Committee (SSEC)

Deleted: Startup

II. PURPOSE

- A. Policies.
 - 1. To define the policy of ASME relating to student membership.
 - 2. To define the policy of ASME relating to student sections.

B. Procedures.

- 1. To establish the procedure for attaining student membership.
- 2. To establish the procedure for establishing student sections.
- 3. To establish the procedures for appointment of advisors for student sections.
- 4. To establish the procedures for the <u>selection</u> of student section <u>leaders</u>.
- 5. To establish the procedures for suspension or withdrawal of student section charter.

Commented [DJS1]: The use of the term "officers" is reserved for ASME Society-level officers. Deleted: election Deleted: officers 2

III. POLICY

- A. Attainment of Student Membership
 - A student regularly enrolled in an approved curriculum is eligible for student membership.

P-5.2 2/15

- 2. Any student regularly enrolled in a two-year pre-engineering curriculum which is equivalent to the pre-engineering part of an approved curriculum is eligible for student membership.
- B. Establishment of student sections
 - 1. An ASME student section may be established in any school having an approved curriculum leading to a degree in engineering or engineering technology.
 - 2. An ASME student section may be established in any school having a twoyear regionally accredited pre-engineering curriculum which is equivalent to the pre-engineering part of an approved curriculum.

IV. PROCEDURE

- A. Attainment of Student Membership
 - A student enrolled in an approved curriculum may submit an application for student member status. Once approved by the ASME Membership Staff, the student's name will be placed on the rolls of the Society, and the student will be informed of the membership status.
- B. Establishment of Student Sections
 - 1. Procedures for the establishment of a student section at a school <u>are</u> <u>available in the current Student Section Handbook</u>
- C. Student Section Governance
 - 1. Student Section Leaders

Annually, each student section shall <u>select leaders</u> including a chair and a governing body of at least three Student Members. Additional <u>leaders</u> may be <u>selected</u> or appointed by the governing body.

2. Student Section Advisors

Upon the recommendation of a student section, the Mechanical Engineering Department Head shall designate a student section advisor (SSA). In instances where the SSA is unable to continue their term, anew

	Commented [DJS2]: There will be a hyperlink in the document
	Deleted: shall be described in the Board on Student Programs Operation Guide and also in the Student Section Enterprise (SSE) document on Startup student section applications available on ASME.org.
ſ	Deleted: Officers
ſ	Deleted: elect
ſ	Deleted: officers
Ī	Deleted: officers
Ĩ	Deleted: elected
ſ	Deleted: The term of the SSA will be three years and

Deleted: The term of the SSA will be three years and renewable upon recommendation by the Student Section Enterprise leadership and the ME Department Head. In

Deleted: his/her Deleted: n interim

		3 P-5.2		
		2/15		
I		CCA will be encoded by the ME Department Llood. The student section		
		SSA will be appointed by the ME Department Head, The student section advisor is a member ex officio of the governing body of the student section.	<	Deleted: for a renewable term of three years
				Deleted: Upon the concurrence of the Chair of the Board on Student Programs and the ASME staff, a corporate member of the Society can be appointed as SSA for a one-year term, renewable at the discretion of the SSEC for up to a three-year term. The student section advisor is a member ex officio of the
		If the institution does not have a department of mechanical engineering, the academic administrator in charge of the mechanical engineering program shall assume the department head's responsibilities described above.		Deleted: In the event neither a corporate ASME member nor a faculty member can be found to serve as student section advisor, the ME Department Head may request a one-year waiver of this requirement from the Board on Student Programs.
D.	Suspe	ension or Withdrawal of Student Section Charters	```	Formatted: Indent: First line: 0"
	1.	The MDE shall have the authority to to suspend the student section if the	_	Deleted: Student Section Enterprise Committee
		student section is inactive for three consecutive years,		Deleted: make a recommendation through its Chair to the Board on Student Programs to suspend the student section if
	2.	A student section will be considered inactive if it meets the following		Deleted: in any 5 years
		conditions: 1) No student section activity report is received at the end of the school year and 2) the student section does not update the student section leadership by the end of the school year.		
Responsibility:	3.	After three consecutive years if there is no response to correspondence from ASME headquarters from an SSA, department head or student section leader, the student section will be considered inactive. ASME may withdraw the charter of a student section for cause by the Board of Governors for a specified period of time, including but not limited to failure to abide by ASME By-Laws and Society Policies. At the end of that specified period of time the student section could be reinstated using the provisions in the Student Section Handbook. Member Development and Engagement Sector Reassigned from Student and Early Career Development Sector- Board on		Deleted: A warning will be issued to the student section leadership (SSA, student section chair and ME Department Head) after one year of inactivity. A follow-up letter suggesting possible suspension of the student section charter will be sent to the student section leadership (Chair and the student section advisor) with a copy to the ME Department Head. If no corrective action is taken by the end of the third year, the section will be suspended for a year or until a startup application is submitted again with the required documents. Any deactivated section that applies for re-activation will not be eligible for the startup student section grant. Deleted: terminate
		Student Programs Reassigned from Knowledge and Community Board		
Adopted:		June 10, 1963		
Revised:		December 3, 1970 June 18, 1975 February 23, 1978 June 25, 1980 December 13-14, 1984 June 14, 1985 (editorial changes 7/86) (editorial changes 4/89) (editorial changes 9/89)		

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4

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March 15, 1991 June 13, 1991 June 18, 1992 September 17, 1992 November 10, 1994 March 17, 1995 June 9, 1999 (editorial changes 11/01) (editorial changes 6/02) September 13, 2003 June 1, 2005 (Editorial Changes 7/2012) February 12, 2015



Date Submit	ed:	March 23, 2023	
BOG Meeting Date:		April 19, 2023	
To: Board	To: Board of Governors		
From: William Gard		ofalo, Chief Financial Officer	
Presented by	: Will	iam Garofalo	
Agenda Title	YT	D Financial Update	

Agenda Item Executive Summary:

A YTD financial update will be provided.

Proposed motion for BOG Action:

None

Attachment(s):

None



Date Submitted: March 30, 2023

BOG Meeting Date: April 19, 2023

To: Board of Governors

From: Hind Hajjar, ECLIPSE Intern

Presented by: Hind Hajjar

Agenda Title: ECLIPSE Intern Report

Agenda Item Executive Summary:

Update on the Board of Governors ECLIPSE intern project and ECLIPSE class project.

Proposed motion for BOG Action: None

Attachment(s): PowerPoint Presentation

Agenda Appendix 2.2 Page 2 of 4

Capturing the volunteering landscape at ASME to lower barriers to volunteering

ECLIPSE Class 2023





ASME relies on volunteers to share their expertise in the service of standards development, dissemination of technical knowledge and improving safety and the quality of life.

- ASME has a committed network of volunteers serving across the organization, but it's not always easy for
 prospective volunteers to find a way in.
- Meanwhile, some ASME volunteer units struggle to find new volunteers to serve in their committees and groups or to keep loyal volunteers engaged

Purpose



Identify and interview currently engaged volunteers and past volunteers who stopped being active to map volunteer pathways and increase volunteer engagement

Desired Outcome

- Map diverse volunteer pathways at ASME and new pathways if we come across them in our research/survey
- Share recommendations on how to promote opportunities to the right audiences
- Share best practices for retaining volunteers from successful groups
- Identify top barriers with respective ideas on how to address them

Agenda Appendix 2.2 Page 4 of 4

Transition for international members from student to ECE membership Challenges & Best practices

Hind Hajjar, BOG ECLIPSE Intern ECLIPSE Individual Project





Date Submitted	: March 23, 2023	
BOG Meeting D	Date: April 19, 2023	
To: Board of Governors		
From: Susan Ipri Brown, Andy Bicos and Wolf Yeigh		
Presented by:	Susan Ipri Brown, Andy Bicos and Wolf Yeigh	
Agenda Title:	Membership and Engagement Update	

Agenda Item Executive Summary:

Governors Ipri Brown, Bicos and Yeigh will provide information on current conversations about membership and engagement.

Proposed motion for BOG Action: None

Attachment(s): **None**



Date Submitted: A		: Aj	pril 3, 2023			
BOG Meeting Date:			April 19, 2023			
To: Board of Governors						
From: Tom Costabile, Executive Director/CEO			e, Executive Director/CEO			
Presented by:		Tom Costabile				
Agenda Title:		Climate Change – Committee on Sustainability				

Agenda Item Executive Summary:

A discussion item on the next steps with Climate Change and the formation of the Committee of Sustainability.

Proposed motion for BOG Action: None

Attachment(s): N/A



Date Submitted:	<i>l</i> arch 30, 2023				
BOG Meeting Da	April 19, 2023				
To: Board of Governors					
From: Rick Marboe, BOG Liaison to the VOLT Committee					
Presented by:	Rick Marboe				
Agenda Title:	Report of the BOG Liaison to the VOLT Committee				

Agenda Item Executive Summary:

At every Board meeting, a mini report will be provided from a committee that reports to the Board. The report is provided by the Board Liaison to that committee.

This 10-minute presentation will offer a high-level update/overview of the committee's work.

Proposed motion for BOG Action: None

Attachment(s): PowerPoint Presentation

Agenda Appendix 2.5 Page 2 of 9

Update on Volunteer Orientation and Leadership Training (VOLT) Academy

Rick Marboe, BOG Liaison to VOLT Board of Governors Meeting April 19, 2023



The American Society of Mechanical Engineers •• ASME *

B5.2.13.1 "...responsibility for developing ASME'S volunteer leadership. *VOLT's programmatic* offerings extend to volunteers serving throughout the Society at all levels."

Executive Committee Members:

- Chair Callie Tourigny
- Vice Chair, ECLIPSE Emily Woodsby
- Vice Chair, Operations Johné Parker
- Vice Chair, Programs Marc Santos
- Members at Large (8)- Emily Boyd, Brandon Graham, Alma Martinez Fallon, Siddharth Jadeja, Mary Lynn Realff, Sam Sanders, Perry Wood, Merya Zogheib
- Immediate Past Chair Howard Berkof
- Sr. Manager, Vol Leadership Development & Diversity Clare Bruff

Subcommittees & Teams:

- ECLIPSE Internship Committee
- ECLIPSE Alumni Group
- Program teams for:
 - Cross-Sector Collaboration Accelerator
 - New Chair Orientation & Training
 - Volunteer Leadership Pathway



Volunteer Orientation & Leadership Training





Cross-Sector Collaboration Accelerator

- Held annually for approximately 20 emerging volunteer leaders Nominated by SVPs - those likely to move into a leadership role within 2 years.
- Purpose is to expose these volunteers to the enterprise breadth of ASME and help them build connections across ASME's volunteer community
- Year 3 of reworked virtual program is scheduled for May 2023
- Blend of large group, small group, and asynchronous learning with group projects on ASME challenges

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Volunteer Leadership Pathway

- Guides ASME volunteers through a leveled progression for training, experience, and leadership development to enhance their preparedness as ASME volunteers and professionals
 - **Position-based** training to prepare for and succeed in specific volunteer roles
 - Chronological training tailored to where volunteers are in their life/career paths
 - **Competency-based** training to develop skills in specific areas
- Focus in first 2 years of pilot program has been on mentoring 16 Mentee and 13 Mentor participants across two pilot years
- Looking to a full program launch in FY24
- NOTE Other elements will not be as impactful for matching individual leadership capabilities and ASME needs until Salesforce is configured to track individual accomplishments in the member profile

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- Current class group project on understanding volunteer pathways and the volunteer landscape in ASME is aligned with other VOLT activities and BOG priorities
- Incoming class of 6 interns will begin the program at the Annual Meeting
- ECLIPSE Alumni group is encouraging continued engagement



New Chair Orientation & Training

- The New Chair and Volunteer Leader Orientation and Training is held annually in late summer for incoming chairs/chairs elect of committees and divisions and other volunteer leaders across the society.
- The purpose is to orient volunteers on ASME and its structure and to provide them with training that will help them in their leadership roles.

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Workshops

- VOLT offers periodic workshops on a range of topics of general interest to volunteers
- Workshops have been virtual only since June 2020
- Most recent workshop topic was "Making It Easier to Talk About Race," held in December 2022
- Committee is rethinking workshop format, topics, and offering frequency as many meetings are returning to in-person and Zoom fatigue is rising

Agenda Appendix 2.5 Page 9 of 9





ASME Board of Governors Agenda Item Cover Memo

Date Submitted: April3, 2023 BOG Meeting Date: April 19, 2023

To: Board of Governors (BOG) From: Jeff Patterson Presented by: Jeff Patterson Agenda Title: FY23 Q3 Enterprise Goals Performance

Agenda Item Executive Summary:

During the Open Session, Jeff Patterson will present an update on FY23 Enterprise Goals performance through Q3.

Purpose of the presentation:

Information only.

Attachments:

FY23 Q3 Enterprise Goals Performance Update

FY23 Enterprise Goals Performance Through Q3

Jeff Patterson, Chief Operating Officer Board of Governors Meeting April 19, 2023

FY23 Enterprise Goals Performance Through Q3

Agenda Appendix 2.6 Page 3 of 3

ŧ	FY2023 Enterprise Goals	ET Owner	Q1	Q2	Q3	Q4	Executive Commentary
1	Culture & Workforce Transformation (WfX)	Johnson & Clouden	On Track	On Track	On Track		At the end of Q3, 11 workstreams focused on attracting, developing, retaining, and engaging a highly performing ASME staff are progressing well towards FY23 milestones. The Q3 efforts of these workstreams included the finalized recommendations for Hybrid Workplace, closeout of the Enterprise Training recommendations and roadmap, start of an RFP process for prospective Alternative Talent Sources vendors, trainings for Portfolio Rationalization and Sunsetting, onboarding of a vendor to support Strategic Communications, and continued progress across the other workstreams. Findings from the Voice of Employee workstream indicated a strong correlation between employee satisfaction and engagement on Enterprise Goals. The Central Transformation Function continues to make extensive progress on tools and processes to streamline enterprise goals formation and management. The Culture of Innovation workstream has completed the vast majority of its work for the FY after evaluating 10 accelerator submissions and selecting three to fund moving forward. This Enterprise Goals is currently projected to finish at Upper Threshold by the end of the FY.
2	Customer Experience (CX): Engineer's Lifelong Journey (ELJ)	Patterson	On Track	On Track	On Track		 8 of 8 workstreams have completed Q3 deliverables and are forecasted to complete final FY23 deliverables on time. -The CX Steering team has submitted V1 of the draft budget, enterprise goals, and a project intake form. We have also scheduled all 25 current state documentation training workshops. -The digital badging pilot launched its first pilot badge to 53 ASME Educators (L&D instructors and course developers). -The credentials pilot team designed and launched the new and improved ASME.org page for the GDTP Personnel Certification Page on ASME.org and sent an email campaign to 1,378 previous L&D GD&T learners. -The community engagement center created process maps and clarified technology solutions. -The Membership Career Development Pilot, backed by a customer journey mapping project and a DX-enabled marketing campaign, launched paid digital campaigns and automated email nurture streams for the Career Guide; monitoring on-going campaign performance and site traffic via regular analytics reporting, and is researching customer behavioral and feedback data, including content, benefits, member conversions, and areas for improvement.
3	Digital Transformation (DX)	Patterson	On Track	On Track	On Track		Significant progress was made across all three goal areas in Q3, with 9 of 11 workstreams meeting quarterly milestones, including: Transformation Playbook: Template completed; Salesforce Release: Enhancements made to Donor Search & CIAM; Digital Commerce: Decision made to use the Salesforce platform, implementation vendor RFP created [accounts for 3 workstream milestones]; Committee Management: RFP & vendor selection; Data & Program Governance: Implementation of the tool to consolidate account information in progress; SF Adoption: Trailhead Training Tracker Tool selected, Trailhead curriculum by roles draft initiated,; Draft Business Continuity/Disaster Recovery plan document review in progress for Q4 finalization. Forecasting the overall Digital Transformation program as on track to hit "target" level for FY23.
4	Diversity, Equity & Inclusion (DEI)	Clouden	On Track	On Track	On Track		The DEI Goal comprises 5 workstreams. All workstreams are on track to meet the FY23 targets. Strategic Planning & Visioning is reporting slight delays to their Q3 goals but remains on track for the year. Training is being rolled out to the DEI workstreams and ambassadors, a 5-year training plan is being drafted and meetings are being kicked off to discuss DEI progress, themes, and challenges or opportunities with key business units. An Employee Resource Group (ERG) Workshop was held with 137 ASME staff participants. The Data Metric & Analytics completed its goal early and team members have been rolled into other workstreams.
5	Financial Sustainability	Costabile	On Track	On Track	On Track		Financial commentary to follow during the quarter close process





Date Submitted: N		Narch 23, 2023				
BOG Meeting D	Date:	April 19, 2023				
To: Board of Governors						
From: Michae	l John	Johnson, Chief Strategy Officer				
Presented by:	Michael Johnson					
Agenda Title:	BOG	BOG Planning Meeting				

Agenda Item Executive Summary:

A brief overview will be provided regarding the content of the BOG Planning Meeting scheduled for July 2023.

Proposed motion for BOG Action: None

Attachment(s): None