

Proposed Amendments to the ASME Constitution Approved at the 2021 Business Meeting held June 15, 2021

Questions and Responses

Q1: Why is the change in the way the President is selected better for ASME?

Response: The Board of Governors (BOG) is in the best position to judge the needs of the Society and select the most qualified leader to be President to lead the BOG in meeting those needs. This method of selection will also eliminate the time between election and taking office allowing a new President to contribute immediately. Adopting this change will eliminate the President-Elect and Past President position on the Board of Governors.

Q2: In the past, the selection of President and Governors was decided by the Nominating Committee using a consensus process. The consensus process has been considered a strength. Why has reaching consensus not been made part of the new process for selecting the President and Appointed Governors?

Response: The BOG operates as a collegial body where key decisions are made using the collective wisdom of the voting members. This consensus process is a best practice for ASME at the highest level of corporate governance and it will be used in making these selections.

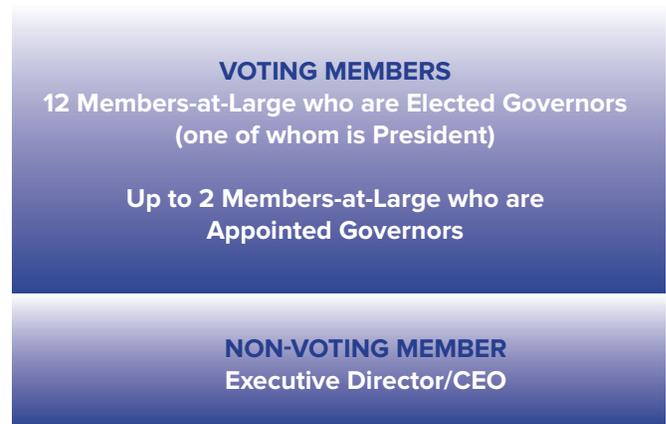
Q3: Does the proposed restructuring of the BOG as described in the proposed changes of C4.1.1 represent an increase in the size of the Board and the number of voting members? How does the existing structure compare to the proposed structure? Why are these changes needed?

Response: The proposed change allows in the discretion of the Board of Governors the addition of two members-at-large who need not be members of the Society. The attached chart shows the current Board Configuration and titles along with the proposed Board Configuration and titles.

Current Configuration of the ASME Board of Governors



Proposed Configuration of the ASME Board of Governors



Q4: There are two significant new proposals (selection of the President and Appointed Governors) and some other proposals. Why are all of these grouped together for a single vote rather than separating them so that they can succeed or fail on their own merits by being voted individually?

Response: The BOG recommended at the June 15 Business Meeting a series of important changes to the ASME Constitution to implement best practices for a more effective governance of the Society. The Board voted to submit the changes as a single amendment.

Q5: Why is the title of CEO being added to the Executive Director's title?

Response: The heads of multi-million-dollar volunteer organizations typically utilize the title of Chief Executive Officer to denote to others the role the individual plays in the organization. This is a best practice for ASME to adopt.