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**AGENDA**  
**2019 – 2020 BOARD OF GOVERNORS**  
**Wednesday, January 22, 2020 – 11:00 am to 1:00 pm**  
**(EST) Conference Call**

**1. Opening of the Meeting (Start Time 11:00 am)**

- 1.1. Call to Order  
Rich Laudenat
- 1.2. Adoption of the Agenda ACTION
- 1.3. President's Remarks (15 minutes) DISCUSSION  
Rich Laudenat
- 1.4. Executive Director/CEO's Remarks (15 minutes) DISCUSSION  
Tom Costabile
- 1.5. Consent Items for Action ACTION  
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.
  - 1.5.1. Approval of Minutes from November 10, 2019 Meeting
  - 1.5.2. New Society Award Establishment - Lakshmi Singh Early Career Leadership Award
  - 1.5.3. By-Law Amendments B4.3.8, B5.2.1, B5.2.10.2 and B5.6 - Member Development and Engagement, Second Reading
  - 1.5.4. By-Law Amendment B5.2.8.2 - Committee on Past Presidents, Second Reading
  - 1.5.5. By-Law Amendments B5.2 and B5.3 – Diversity & Inclusion Strategy Committee, Volunteer Leadership Training, and the Industry Advisory Board, Second Reading and Society Policy P-4.4
  - 1.5.6. Energy Policy Guiding Principles – ASME General Position Statement
  - 1.5.7. ASME Pension Plan Funding
  - 1.5.8. Proposed Appointments

**2. Open Session Agenda Items**

- 2.1. 2019 Technical Community Engagement Progress Report (15 minutes) DISCUSSION  
Michael Johnson

- 2.2. 2020 Nominating Committee and Governance Changes (60 minutes) DISCUSSION  
 Rich Laudenat

**3. New Business**

**4. Open Session Information Items**

- 4.1. Dates of Future Meetings

DATE	DAY	TIME	LOCATION
April 9, 2020	Thursday	10:00 AM – 12:00 PM	Conference Call
June 14, 2020	Sunday	8:30 AM – 4:30 PM	Boston, Massachusetts
June 17, 2020*	Wednesday	10:00 – 3:00 PM	Boston, Massachusetts

\*2020-2021 Board of Governors

**5. Adjournment**

**List of Appendices**

- 1.5.2 New Society Award Establishment - Lakshmi Singh Early Career Leadership Award
- 1.5.3 By-Law Amendments B4.3.8, B5.2.1, B5.2.10.2 and B5.6 – Member Development and Engagement, Second Reading
- 1.5.4 By-Law Amendment B5.2.8.2 - Committee on Past Presidents, Second Reading
- 1.5.5 By-Law Amendments B5.2 and B5.3 – Diversity & Inclusion Strategy Committee, Volunteer Leadership Training, and the Industry Advisory Board, Second Reading and Society Policy P-4.4
- 1.5.6 Energy Policy Guiding Principles – ASME General Position Statement
- 1.5.7 Pension Plan
- 1.5.8 Proposed Appointments
- 2.1 2019 Technical Community Engagement Progress Report
- 2.2 2020 Nominating Committee and Governance Changes

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

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**Date Submitted:** November 27, 2019  
**BOG Meeting Date:** January 2020  
**To:** Board of Governors  
**From:** Committee on Honors  
**Presented by:** Yildiz Bayazitoglu  
**Agenda Title:** New Society Award Establishment

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

The Committee on Honors approved the establishment of the Lakshmi Singh Early Career Leadership Award.

**Proposed motion for BOG Action:**

To accept the Committee on Honors recommendation to establish the Lakshmi Singh Early Career Leadership Award.

**Attachment:** Yes

Date: November 21, 2019  
To: ASME Committee on Honors  
From: Petroleum Division  
Subject: Proposal to Establish the ASME Lakshmi Singh Early Career Leadership Award

The purpose of this memorandum is to seek approval from the ASME Committee on Honors for the establishment of the Lakshmi Singh Early Leadership Career Award, to be sponsored by the Petroleum Division Awards Committee.

#### Background

Lakshmi Singh was a young and talented leader in ASME, serving in various roles including as an ECLIPSE Intern, a member in the Engineers Without Borders Group, a participant in the VOLT Cross-Sector Leadership Development Workshop, and leader of the Petroleum Division Membership Drive. She passed away tragically in September 2015 at the age of 31, leaving behind a husband and young daughter. The proposed award would preserve her memory, honor her contributions to the society, and encourage early- to mid-career female engineers, particularly international engineers and racial or ethnic minorities, to become more involved in ASME leadership.

#### Name of Award

We propose that the name of this award be the ASME Lakshmi Singh Early Career Leadership Award.

#### Need for such an Award

Currently, ASME has no early career award specific to women or minority engineers. The most similar awards are the

Pi Tau Sigma Award, for individuals who have received a baccalaureate degree in Mechanical Engineering or related field within the previous ten years; the

Old Guard Early Career Award, for early career engineers who have advanced quickly in their professional careers, have shown ASME leadership, and have volunteered in their communities; and the

Gustus Larson Award, for individuals who have received a baccalaureate degree in Mechanical Engineering or related field within the previous ten to twenty years.

ASME's only female-only honor is the Kate Gleason Award, for highly successful female entrepreneurs and women with significant lifetime achievements in engineering.

With ASME prioritizing the accomplishments of early career engineers and the inclusion of individuals from who are underrepresented within engineering, this Award is timely and aligned to Society goals.

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#### Description of the Award

We intend this Society-Level Award to recognize outstanding women engineers who have demonstrated achievement as an early- to-mid level career professional, while also having shown leadership, commitment and continued service to ASME. Candidates must have completed a baccalaureate degree in Mechanical Engineering or related field within the previous 15 years, and priority will be given to minority candidates. The Award will take the form of a \$3,000 honorarium, a plaque, a lifetime membership to ASME, and a \$750 travel supplement and certificate. If the Committee deems it warranted, the Award will be presented to at most one individual annually.

#### Financial Provisions

The Petroleum Division is prepared to provide \$120,000 to the ASME Foundation to manage and bestow the award in collaboration with the Committee on Honors. The administrative fee will be periodically reviewed and determined by the Board of Directors of the ASME Foundation, not to exceed 5% of net asset value.

#### Nominating Committee

Five members, including one from Diversity and Inclusion, one from VOLT, one past ECLIPSE Intern, and two from the Petroleum Division Awards Committee, one of whom would serve as chair.

The proposed Rules of Award for the Lakshmi Singh Early Career Leadership Award are attached. The Petroleum Division respectfully submits this proposal for your approval so that this Award may be established to honor Lakshmi Singh's legacy. The Award will recognize outstanding contributions to ASME and to the field of engineering by early-to mid-career females engineers, primarily of minority descent.

Yours truly

Vicki Blocker Risinger  
Chair, Petroleum Division Executive Committee  
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[blockerv2@asme.org](mailto:blockerv2@asme.org)  
281 731 6185

## **ASME LAKSHMI SINGH EARLY CAREER LEADERSHIP AWARD PROPOSED RULES OF AWARD**

### Form of award

\$3,000 honorarium, plaque, certificate, ASME lifetime membership, and a travel supplement to attend the award ceremony in accordance with Committee on Honors policy.

### Achievement recognized

For early-career women engineers who have demonstrated considerable leadership in, commitment to, and continued service with ASME.

Established in 2019, this award is created to honor the life, spirit, and service of Lakshmi Singh, a talented young ASME leader who served in the Petroleum Division, on the Engineers Without Borders Committee, on the Nominating Committee, and as an ECLIPSE Intern. Lakshmi passed away in September 2015 at the age of 31.

### Limitations

Applicant must be a woman and current ASME Member who received their baccalaureate degree in mechanical engineering no more than fifteen (15) years prior to the application deadline, February 1 annually. Preference is given to international applicants and applicants of racial or ethnic minority descent.

### Nominating committee

The Lakshmi Singh Early Career Leadership Award Special Awards Committee (SAC) shall consist of five members selected by the Petroleum Division Awards Committee for approval by the Committee on Honors. The SAC shall include at least one representative from Diversity and Inclusion Strategy Committee, one representative from VOLT, and one former ECLIPSE Intern. The Petroleum Division Awards Committee shall appoint one member of the committee to serve as chair.

Each member will serve a term of three years, commencing July 1 and concluding June 30. Terms shall be staggered for continuity. Members may not serve more than two consecutive terms.

### Review process

The Lakshmi Singh Early Career Leadership Award Special Awards Committee (SAC) shall review and consider all nominations submitted by February 1 annually. If the SAC finds that the award is warranted, the SAC may recommend up to one nominee annually to the Committee on Honors by March 1 for consideration of an award.

### Nomination deadlines

February 1 to the Lakshmi Singh Early Career Leadership Award Special Awards Committee  
March 1 to the Committee on Honors

### Funding

Fund established in 2019 with a \$120,000 donation from the Petroleum Division. Current assets:

Temporarily restricted net assets:	\$ 40,000
Permanently restricted net assets:	\$ 80,000
Total net assets as of 11/21/2019:	\$120,000

COH: 11/25/2019



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	January 2, 2020
BOG Meeting Date:	January 22, 2020
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	Fred Stong
Agenda Title:	By-Law Amendments B4.3.8, B5.2.1, B5.2.10.2 and B5.6 – Member Development and Engagement, Second Reading

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### Agenda Item Executive Summary:

A new Member Development and Engagement (MDE) Sector is being formed to provide governance for sections, student sections and membership development.

The Group Engagement Committee, formed by the Board of Governors in June 2017, is being sunset.

Proposed motion for BOG Action: To adopt new By-Law B5.6 and changes to By-Laws B4.3.8, B5.2.1 and B5.2.10.2.

Attachment(s): New By-Laws.

## **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, membership development, and the Old Guard Committee. 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; Chair, Old Guard Committee; Communications and Tools Coordinator; Membership Development Coordinator; Finance Coordinator; and up to two members-at-large. The Director, Section Support is a voting member of the Sector Management Committee but is a non-voting 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.

### **B4.3 OFFICERS**

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. They 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.

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.

B4.3.3 Each senior vice president shall be appointed by, and report to, the Board of Governors. Each senior vice president shall have such powers and perform such duties as the Board of Governors may from time to time prescribe.

B4.3.4.1 The Treasurer 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 Chief Financial Officer in carrying out the assigned duties as generally are incident to the position of Chief Financial Officer or as may be otherwise assigned to him or her by the Board of Governors. The Treasurer shall be a volunteer member of the Society.

B4.3.4.2 The Chief Financial Officer shall have charge of all funds and securities of the Society, shall endorse the same for deposit or collection when necessary and deposit the same to the credit of the Society in such banks or depositories as the Board of Governors may authorize. The Chief Financial Officer may endorse all commercial documents requiring endorsements for or on behalf of the Society and may sign all receipts and vouchers for payments made to the Society. They shall have all such further powers and duties as generally are incident to the position of Chief Financial Officer or as may be assigned to them by the Treasurer or the Board of Governors. In the absence or inability to act of the Treasurer, the Chief Financial Officer may perform all the duties and exercise all the powers of the Treasurer. The performance of any such duty shall, in respect of any other person dealing with the Society, be conclusive evidence of their power to act. The Chief Financial Officer shall be an employee of the Society. The Chief Financial Officer shall be an employee of the Society whose compensation is set by the Executive Director/CEO.

B4.3.4.3 The Assistant Treasurer shall have all such powers and duties as generally are incident to the position of Assistant Treasurer or as may be assigned to them by the Secretary or by the Board of Governors. In the absence or inability to act of the Secretary and the Chief Financial Officer, the Assistant Secretary may perform all the duties and

exercise all the powers of the Secretary and the Chief Financial Officer. The performance of any such duties shall, in respect of any other person dealing with the Society, be conclusive evidence of their power to act. The Assistant Treasurer shall be an employee 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.

B4.3.6.1 The Secretary shall have the responsibility for the records of the Society, and shall have such powers and perform such duties as the Board of Governors may from time to time prescribe. The Secretary shall supervise, review and audit the activities of the Assistant Secretary in carrying out the assigned duties as generally are incident to the position of Assistant Secretary or as may be otherwise assigned to him or her by the Secretary or the Board of Governors. The Secretary shall be a volunteer member of the Society.

B4.3.6.2 The Assistant Secretary shall have all such powers and duties as generally are incident to the position of Assistant Secretary or as may be assigned to him or her by the Secretary or by the Board of Governors. In the absence or inability to act of the Secretary, the Assistant Secretary may perform all the duties and exercise all the powers of the Secretary. The performance of any such duties shall, in respect of any other person dealing with the Society, be conclusive evidence of his or her power to act. The Assistant Secretary shall be an employee of the Society.

B4.3.7 The Executive Director shall receive a salary that shall be fixed by the Board of Governors.

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 Membership Development and Engagement](#)

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.

## **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 Standards and Certification Sector, Technical Events and Content Sector, the Public Affairs and Outreach Sector, [the Membership Development and Engagement 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: 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, the Sector Management Committee and the Philanthropy 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 Chief Financial Officer and the 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/staff collaboration survey; 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.

- B5.2.5.3 The Pension Plan Trustees, under the direction of the Committee on Executive Director Evaluation and Staff Compensation, shall have responsibility, as specified in the American Society of Mechanical Engineers Pension Plan, for the investment and ultimate distribution of the funds and may also act as Plan agent for the service of legal process.

The Pension Plan Trustees shall consist of up to seven members: the Treasurer of ASME; the Chief Financial Officer, and three to five at-large members recommended by the Committee on Executive Director Evaluation and Staff Compensation for appointment by the Board of Governors.

The terms of the at-large members shall be three years ending at the close of the second Society-Wide Meeting on a schedule established by the Committee on Executive Director Evaluation and Staff Compensation. Except as provided in this section, a Pension Plan Trustee who is a member-at-large may serve no more than two consecutive full terms. To be eligible for additional full terms, a member-at-large must be nominated by the Committee on Executive Director Evaluation and Staff Compensation upon a finding by the Committee that specifies exceptional circumstances warranting the additional terms, and a written statement of such findings must accompany the nomination when

it is communicated to the Board of Governors by the Chair of the Committee. The nominee may then be appointed only upon the affirmative vote of two-thirds of the entire Board of Governors.

- 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 four members: two members of the Executive Management Team, one member of the Human Resources Department and one Volunteer member of the Pension Plan Trustees. The three 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 they are a member of the Pension Plan Trustees.

- 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), one representative from the Industry Advisory Board, 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. The representative from the Industry Advisory Board will be recommended annually by the Chair of the Industry Advisory Board and approved by the Board of Governors.
- 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.

B5.2.7.3 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.

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 Chief Financial Officer and the 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 ~~and 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.
- B5.2.11.1 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.
- B5.2.11.2 The Philanthropy Committee shall select its own chair and vice chair. The ASME Executive Director, 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-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.



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

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Date Submitted:	January 2, 2020
BOG Meeting Date:	January 22, 2020
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	Fred Stong
Agenda Title:	By-Law Amendment B5.2.8.2 – Committee of Past Presidents, Second Reading

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Agenda Item Executive Summary:

Provisions for an individual to become and to remain a member of the Committee of Past Presidents are being added to B5.2.8.2.

Proposed motion for BOG Action: To adopt changes to By-Law B-5.2.8.2.

Attachment(s): By-Law changes.

## **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 Standards and Certification Sector, Technical Events and Content 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: 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, the Sector Management Committee and the Philanthropy 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 Chief Financial Officer and the 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/staff collaboration survey; 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.

B5.2.5.3 The Pension Plan Trustees, under the direction of the Committee on Executive Director Evaluation and Staff Compensation, shall have responsibility, as specified in the American Society of Mechanical Engineers Pension Plan, for the investment and ultimate distribution of the funds and may also act as Plan agent for the service of legal process.

The Pension Plan Trustees shall consist of up to seven members: the Treasurer of ASME; the Chief Financial Officer, and three to five at-large members recommended by the Committee on Executive Director Evaluation and Staff Compensation for appointment by the Board of Governors.

The terms of the at-large members shall be three years ending at the close of the second Society-Wide Meeting on a schedule established by the Committee on Executive Director Evaluation and Staff Compensation. Except as provided in this section, a Pension Plan Trustee who is a member-at-large may serve no more than two consecutive full terms. To be eligible for additional full terms, a member-at-large must be nominated by the Committee on Executive Director Evaluation and Staff Compensation upon a finding

by the Committee that specifies exceptional circumstances warranting the additional terms, and a written statement of such findings must accompany the nomination when it is communicated to the Board of Governors by the Chair of the Committee. The nominee may then be appointed only upon the affirmative vote of two-thirds of the entire Board of Governors.

- 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 four members: two members of the Executive Management Team, one member of the Human Resources Department and one Volunteer member of the Pension Plan Trustees. The three 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 they are a member of the Pension Plan Trustees.

- 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), one representative from the Industry Advisory Board, 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. The representative from the Industry Advisory Board will be recommended annually by the Chair of the Industry Advisory Board and approved by the Board of Governors.
- 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.

- B5.2.7.3 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 or the Ethics Committee makes a finding that results in censure, expulsion, suspension or other disciplinary action of a Past President involving the following conduct:

(a) violation or attempted violation of the ASME Ethics or Conflicts of Interest Policy, knowingly assisting or inducing another to violate or attempt to violate the ASME Ethics or Conflicts of Interest Policy, 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 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 Chief Financial Officer and the 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 and 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.

B5.2.11.1 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.

B5.2.11.2 The Philanthropy Committee shall select its own chair and vice chair. The ASME Executive Director, 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-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	January 2, 2020
BOG Meeting Date:	January 22, 2020
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	Fred Stong
Agenda Title:	By-Law Amendments B5.2 and B5.3 – Diversity & Inclusion Strategy Committee, Volunteer Orientation and Leadership Training Academy, and the Industry Advisory Board, Second Reading and Society Policy P-4.4

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### Agenda Item Executive Summary:

It is proposed that the Diversity & Inclusion Strategy Committee, the Volunteer Orientation and Leadership Training Academy, and the Industry Advisory Board become Committees that Report to the Board of Governors.

These changes affect Society Policy P-4.4 and By-Laws B5.2 and B-5.3. The action to be taken is to adopt the changes to By-Laws B-5.2 and B-5.3 and to adopt the change to Society Policy P-4.4.

Proposed motion for BOG Action: To adopt the additions of By-Laws B5.2.12, B5.2.13, and B5.2.14 and changes to By-Laws B-5.2.2 and B-5.3 and to adopt changes to Society Policy P-4.4.

Attachment(s): Revised Society Policy and By-Laws



## SOCIETY POLICY

### APPOINTMENT OF ASME VOLUNTEER PERSONNEL TO NON-ELECTED POSITIONS

#### I. PREFACE

- A. Successful accomplishment of ASME objectives, and hence its standing in the eyes of the profession and the public, depends in large measure on the quality of the work of the Society's units and its volunteers.
- B. It is the responsibility of those charged with nominating personnel to units of the Society to seek out members of ASME who both are motivated to serve and are able to accept the responsibilities involved.
- C. This Policy relates to the nomination and appointment of non-elected volunteer positions.
- D. Society Policy P-4.3, Qualifications of ASME Elected Officers, covers the positions of elected officers.
- E. Society Policy P-15.11, Diversity and Inclusion, states in part, "ASME shall dedicate time and resources to ensure the active participation as well as leadership opportunities of talented individuals from all segments of society."
- F. By-Law B5.2.3.1 states in part, "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 ..."

#### II. PURPOSE

- A. To provide guides for selection and nomination of appointed volunteers relative to requirements of the position and term of service.
- B. To provide the procedure leading to appointment.

#### III. POLICY

- A. Sector Council, Board, or Committee Members.
  - 1. Qualifications
    - a. A full understanding of the purposes and objectives of the unit.
    - b. Experience, judgment, and motivation closely related to the work of the specific unit on which he or she is serving.
  - 2. Members-at-large of the Board of Governors should not serve as a member of any other unit except as specified in the By-Laws.

B. Standing Committees Reporting to the Board of Governors

1. Committee on Organization and Rules, Committee on Finance and Investment, ~~and~~ Committee on Honors, Diversity and Inclusion Strategy Committee, and Volunteer Orientation and Leadership Training Academy.
  - a. A full term on these committees is defined as three years; partial year terms are permitted. The combination of partial and full terms cannot exceed six years.
  - b. Additional service beyond six consecutive years will be permitted only after the passage of at least two years or in the event of ex-officio service.
  - c. In the event of a nomination for more than one Past President to serve on the committee, a statement must accompany the nomination setting forth specific reasons why this appointment is in the best interest of the Society. The term of the appointment is one year and must be approved by the Board of Governors, taking into consideration the feedback from the Committee on Organization and Rules.
  - d. An individual shall not serve on more than one Standing Committee Reporting to the Board at the same time unless service on one or both of them is in an ex-officio capacity.
2. Audit Committee and Committee on Executive Director Evaluation and Staff Compensation
  - a. The President-Elect nominates Governors-elect for service on the Audit Committee and Committee on Executive Director Evaluation and Staff Compensation.
  - b. The President and Immediate Past President are ex officio members of the Committee on Executive Director Evaluation and Staff Compensation with vote. The President-Nominee/Elect is an ex officio member without vote.
3. Committee of Past Presidents
  - a. Membership is for lifetime
4. Philanthropy Committee
  - a. The Philanthropy Committee members are permitted to serve on one additional Standing Committee Reporting to the Board. In the event of a nomination for

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more than one Past President to serve on the committee, a statement must accompany the nomination setting forth specific reasons why this appointment is in the best interest of the Society. The term of the appointment is one year and must be approved by the Board of Governors, taking into consideration the feedback from the Committee on Organization and Rules.

5. Industry Advisory Board

The Industry Advisory Board membership shall be determined annually by the Board of Governors. Industry Advisory Board members are permitted to serve on one additional Standing Committee Reporting to the Board.

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~~5.~~ 6. The Operation Guides of all Standing Committees Reporting to the Board shall contain a specific leadership succession plan.

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C. Guidelines

1. Units of the Society are encouraged to seek out volunteers to serve that are not already serving in other capacities, unless serving as a representative of a parent unit or as a liaison.
2. Units are encouraged to strive for diversity and inclusion in volunteer leadership by making a conscious effort to take diversity and inclusion into account when filling vacancies as provided in Society Policy P-15.11.
3. Units are encouraged to continually solicit and train younger members in unit work.

D. Terms of Office

1. Unless otherwise specified in this policy, the term of office of a member of a sector, board, council or committee is specified in the respective Operation Guide.
2. Unless otherwise specified in this policy, individuals who have completed one or more terms of service to a unit may be reappointed for an additional term.
  - a. If the total continuous service in that position does not exceed two full terms, then the justification for reappointment shall be similar to the justification for the original appointment.
  - b. In the event of a reappointment for which total service would exceed two full terms, a statement must accompany the nomination setting forth specific reasons why this appointment is critical to the well-being of the unit, and the exceptional circumstances involved.

E. Membership

1. All members of
  - a. standing committees reporting to the Board of Governors,
  - b. sector councils,
  - c. boards,
  - d. standing and special committees under committees, sector councils and boards,
  - e. technical division and sub-division executive committees
  - f. and all Society representatives to joint activitiesshall be members of ASME.
2. Exceptions are permissible in those cases where non-members may be needed to serve on various technical committees and sub-committees or working groups to bring special skills to the task or to represent related organizations. When such non-members of ASME are nominated, the reasons for so doing must be set forth in making the proposal.

F. Inter-Sector Committees

The procedure for appointments to such committees is the same as to any regular board or committee.

G. Appointment and Nominating Responsibilities

1. The Operation Guide of each unit shall define members of the nominating committee for their unit. In addition, each guide will list positions, including the qualifications (e.g. knowledge and skills) necessary for such positions, and terms of office required. Each nominating committee will provide suitable candidates for consideration at least six months prior to commencement of the term.
2. The nominating responsibility can be achieved through direct nominations by the unit or by unit confirmation of nominating subcommittee recommendations.
3. In the case of the standing committees reporting to the Board of Governors, the members of each unit shall have nominating responsibility.

**IV. PROCEDURE**

A. Appointments Requiring Approval by the Board of Governors

1. The Committee on Organization and Rules shall be responsible for reviewing proposed nominations to the Board of Governors and providing a statement to the Board as to whether the nomination helps to ensure that the Society is supplied with:

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- a. qualified leadership to serve the current and future needs of the membership;
    - b. the active participation, as well as leadership opportunities, of talented individuals from all segments of the Society
  2. The statement from the Committee on Organization and Rules shall be provided prior to the appointments made by the Board of Governors, including all non-elected members of sector boards except for the position of senior vice president.
  3. All nominations for appointments specified in IV.A.1 shall be submitted to the Committee on Organization and Rules on a special nomination form. Staff members may sign the form on instructions from the sector or committee and on its behalf.
- B. Appointments Delegated to the Sectors
- Appointments to boards and committees under a sector are made by that sector's council.
- C. Nominations for Appointments Delegated to the Sectors
1. Procedures for nominations will be included in each sector's operation guide.
  2. Units of the Society may find it beneficial to call on other units to provide recommendations for unit membership when needed expertise may be available from that area of the Society. Procedures for this option should be included in the operation guides of units.
- D. The nominee shall express his or her intent to serve for the entire appointment term involved.
- E. The nominee shall sign a statement of understanding of and compliance with Society Policies P-15.7 (Ethics), P-15.8 (Conflicts of Interest), and P-14.6 (Society Name, Logo, Seal ...).
- F. Appointed members who consistently do not attend meetings, reply to correspondence or carry out assigned tasks may be replaced at any time by the appointing unit using the above procedures.

Responsibility: Committee on Organization and Rules

Adopted: May 9, 1968

Revised: June 16-17, 1970  
June 18, 1975  
April 28, 1978  
December 1, 1978

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June 25, 1980  
March 21, 1984  
(editorial changes 3/85)  
November 21, 1985  
(editorial changes 6/87)  
September 8, 1988  
(editorial changes 4/89)  
(editorial changes 9/89)  
June 14, 1995  
(editorial changes 1/96)  
(editorial changes 9/98)  
(editorial changes 3/01)  
November 16, 2001  
June 1, 2005  
June 8, 2008  
June 14, 2009  
(editorial changes 7/12)  
(editorial changes 3/13)  
(editorial changes 8/13)  
(editorial changes 8/14)  
(editorial changes 6/17)  
June 3, 2018  
June 5, 2019

## **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 Standards and Certification Sector, Technical Events and Content 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: 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, ~~the~~ Sector Management Committee, ~~and the~~ Philanthropy Committee, Diversity and Inclusion Strategy Committee, Industry Advisory Board, and Volunteer Orientation and Leadership Training Academy. 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 Chief Financial Officer and the 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/staff collaboration survey; 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.

B5.2.5.3 The Pension Plan Trustees, under the direction of the Committee on Executive Director Evaluation and Staff Compensation, shall have responsibility, as specified in the American Society of Mechanical Engineers Pension Plan, for the investment and ultimate distribution of the funds and may also act as Plan agent for the service of legal process.

The Pension Plan Trustees shall consist of up to seven members: the Treasurer of ASME; the Chief Financial Officer, and three to five at-large members recommended by the Committee on Executive Director Evaluation and Staff Compensation for appointment by the Board of Governors.

The terms of the at-large members shall be three years ending at the close of the second Society-Wide Meeting on a schedule established by the Committee on Executive Director Evaluation and Staff Compensation. Except as provided in this section, a Pension Plan Trustee who is a member-at-large may serve no more than two consecutive full terms. To be eligible for additional full terms, a member-at-large must be nominated by the Committee on Executive Director Evaluation and Staff Compensation upon a finding

by the Committee that specifies exceptional circumstances warranting the additional terms, and a written statement of such findings must accompany the nomination when it is communicated to the Board of Governors by the Chair of the Committee. The nominee may then be appointed only upon the affirmative vote of two-thirds of the entire Board of Governors.

- 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 four members: two members of the Executive Management Team, one member of the Human Resources Department and one Volunteer member of the Pension Plan Trustees. The three 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 they are a member of the Pension Plan Trustees.

- 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), one representative from the Industry Advisory Board, 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. The representative from the Industry Advisory Board will be recommended annually by the Chair of the Industry Advisory Board and approved by the Board of Governors.
- 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.

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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.

- 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 Chief Financial Officer and the 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 and 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.
- B5.2.11.1 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.
- B5.2.11.2 The Philanthropy Committee shall select its own chair and vice chair. The ASME Executive Director, 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-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.12.1 The Diversity and Inclusion Strategy Committee, under the direction of the Board of Governors, shall have responsibility for providing insight and advice into promoting diversity and inclusion within ASME and mechanical engineering.

B5.2.12.2 The Diversity and Inclusion Strategy Committee 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.

B5.2.13.1 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.

B5.2.13.2 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-Elect may select a Governor to serve as Liaison to the Board during their Presidential term.

B5.2.14.1 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.

B5.2.14.2 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-Elect may select a Governor to serve as Liaison to the Academy during their Presidential term.

### B5.3 PUBLIC AFFAIRS AND OUTREACH SECTOR

- B5.3.1.1 The Public Affairs and Outreach Sector, under the direction of the Board of Governors, is responsible for the coordinated outreach to industry, government, education, and the public. It is responsible for initiatives that address diversity and humanitarian programs. The Public Affairs and Outreach Sector will maintain a current Sector Operation Guide that will contain operational details of the Public Affairs and Outreach Sector that are not in these By-Laws.
- B5.3.1.2 The Public Affairs and Outreach 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 for the following Board and Committees: Engineering Education Committee, Government Relations Committee, ~~Industry Advisory Board~~, Engineering for Global Development Committee, and Pre-College Education Committee, ~~and the Diversity and Inclusion Strategy Committee~~. The Managing Director, Government Relations and Engineering Education, is a non-voting member.
- B5.3.1.3 The incoming Senior Vice President, Public Affairs and Outreach shall be nominated by the Public Affairs and Outreach 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.
- B5.3.1.4 The members-at-large shall be appointed by the Board of Governors, as recommended by the Public Affairs and Outreach Council. The term of the members-at-large shall be one year and they may be re-appointed for up to three terms.
- B5.3.2.1 The following Board and Committees will report directly to the Public Affairs and Outreach Council: the Engineering Education Committee, the Government Relations Committee, ~~the Industry Advisory Board~~, the Engineering for Global Development Committee, and the Pre-College Education Committee, ~~and the Diversity and Inclusion Strategy Committee~~.
- B5.3.2.2 The Engineering Education Committee, under the direction of the Public Affairs and Outreach Council, is responsible for the activities of the Society that relate to engineering education. The Committee shall consist of a Chair, Engineering Education and a membership as determined by the Public Affairs and Outreach Council.
- B5.3.2.3 The Government Relations Committee, under the direction of the Public Affairs and Outreach Council, is responsible for the development of programs for interaction between the Society and government at all levels. The Committee shall consist of a Chair, Government Relations and a membership as determined by the Public Affairs and Outreach Council. The Government Relations Committee shall recommend policies and procedures, and supervise activities that involve Society interaction with government entities.

~~B5.3.2.4 — The Industry Advisory Board, under the direction of the Public Affairs and Outreach Council, is responsible for providing a voice for industry within ASME through the communication and advocacy of industry needs. The Industry Advisory Board shall consist of a Chair and Vice Chair, appointed by the Senior Vice President of the Public Affairs and Outreach Council and a membership, as determined by the Public Affairs and Outreach Council.~~

B5.3.2.45 The Engineering for Global Development Committee, under the direction of the Public Affairs and Outreach Council, shall be responsible for the collaboration among the engineering and global development stakeholders to create avenues and opportunities within ASME and mechanical engineering around the world to meet the challenges faced by under-served communities. The Committee shall consist of a Chair, appointed by the Senior Vice President, Public Affairs and Outreach, and a membership, as determined by the Public Affairs and Outreach Council.

B5.3.2.56 The Pre-College Education Committee, under the direction of the Public Affairs and Outreach Council, shall be responsible for educational activities aimed at enhancing pre-college science, technology, engineering, and mathematics education. The Committee shall consist of a Chair, appointed by the Senior Vice President, Public Affairs and Outreach, and a membership, as determined by the Public Affairs and Outreach Council.

~~B5.3.2.7 — The Diversity and Inclusion Strategy Committee, under the direction of the Public Affairs and Outreach Council, shall provide insight and advice into promoting diversity within ASME and mechanical engineering. The Committee will consist of a Chair, appointed by the Senior Vice President, Public Affairs and Outreach and a membership, as determined by the Public Affairs and Outreach Council.~~



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	January 6, 2020
BOG Meeting Date:	January 22, 2020
To:	Board of Governors
From:	Connie Lausten, Chair, ASME Committee on Government Relations
Presented by:	Paul Fakes, Senior Manager, Government Relations
Agenda Title:	Energy Policy Guiding Principles – ASME General Position Statement

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Agenda Item Executive Summary: This statement from the ASME Committee on Government Relations' Energy Public Policy Task Force provides an overview of recent trends in the U.S. energy sector and recommends that the five following principles be applied to the development of U.S. energy policies:

1. The goal of United States energy policy should be to provide energy that is affordable, reliable, and sustainable.
2. All decisions regarding energy generation and usage in the United States should be based on viewing energy as an integrated system.
3. Energy efficiency, and not just the generation and movement of energy, is part of a sound national energy policy.
4. Aggressive federal, state, and private investments on energy technology should be complemented by policies that allow these technologies to reach the market, and support the development of a broad energy economy.
5. Changing technology will require substantial and sustained investment in an educated work force.

Proposed motion for BOG Action: Endorsement as a General Position Paper of ASME.

Attachment(s): ASME Energy Policy Guiding Principles Position Paper



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**\*\*\*DRAFT – NOT FOR PUBLICATION\*\*\***

## **Energy Policy Guiding Principles**

Energy technology is currently undergoing the most rapid technological change since the replacement of gas streetlights with electric lighting and the horse with the internal combustion engine. The widespread adoption of renewable electrical generation, the deployment of electrical vehicles, increased production of natural gas, and the development of grid-level energy storage are some of the most visible aspects of this technological transformation. Because of the impact of these technology changes on national priorities, it is in the national interest that third-party organizations provide accurate and unbiased technical advice to policy makers.

Energy policy decisions should incorporate science and technological analysis that show the impacts of policy decisions over the entire energy system using approaches that incorporate life cycle analysis from procurement and construction through operation and decommissioning, as well as any longer-term impacts. These analyses should be coupled with sound economic analysis that translates these impacts into economic and societal costs and benefits.

The ASME recommends that the five following principles be applied to the development of U.S. energy policy:

- 1. The goal of United States energy policy should be to provide energy that is affordable, reliable, and sustainable.*
- 2. All decisions regarding energy generation and usage in the United States should be based on viewing energy as an integrated system.*
- 3. Energy efficiency, and not just the generation and movement of energy, is part of a sound national energy policy.*
- 4. Aggressive federal, state, and private investments on energy technology should be complemented by policies that allow these technologies to reach the market, and support the development of a broad energy economy.*
- 5. Changing technology will require substantial and sustained investment in an educated work force.*

## Guiding Principles in Focus

1. *The goal of United States energy policy should be to provide energy that is affordable, reliable, and sustainable.*

**Affordable energy** impacts United States economic competitiveness and standards of living. In many manufactured products, energy is a major cost. These costs are highest in the seven industries classified as “energy-intensive”: food, pulp and paper, basic chemicals, refining, iron and steel, and nonferrous metals (such as aluminum, and nonmetallic minerals such as cement). In steelmaking, energy accounts for 27 percent of total costs. In cement-making, among the most energy-intensive industry, energy accounts for as much as 40 percent of the total costs<sup>1</sup>. Because these industries often provide the raw materials for other economic sectors ranging from auto-making to household goods, these costs cascade throughout the economy. Energy costs are seen even in economic sectors not traditionally associated with energy usage, such as agriculture. Numbers from the USDA show that the combined costs of fuel, electricity, and energy-intensive fertilizers accounted for more than half the cost of a bushel of wheat<sup>2</sup>.

The average American household spent \$1,340 on electricity, \$644 on natural gas, propane, and other heating fuels and \$1,977 on gasoline in 2017, accounting for 6.5 percent of household income (CITATION). In many households, persons living in older less efficient housing and living on fixed incomes, energy expenses are a much larger share of household budgets.

**Reliable energy** traditionally has been defined in terms of the ability of electric generation to match demand and to remain resilient to meet challenges such as mechanical failure. Americans expect on-demand electricity for their homes and businesses. This definition of reliability also includes timely distribution of non-electric energy sources, such as gasoline and natural gas, to their point of use. Reliability has changed significantly in the past decade. Mechanical reliability must be complimented by resiliency: the ability of an energy system to both avoid, and rapidly recover from, events that may compromise power delivery.

The aftermath of Hurricane Maria on Puerto Rico illustrates the challenges of resiliency. Hurricane Maria was the first Category Five hurricane to strike Puerto Rico in recorded history, and the island’s aging energy infrastructure was heavily damaged by the storm. The physical factors of rugged terrain and lack of connection to the electrical grid of the continental United States complicated restoration of power, with more than 10 months passing until full power was restored. Future energy systems should be designed and maintained to better withstand natural disasters, to minimize the consequences of local failures, and to recover more quickly.

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<sup>1</sup>As noted later in this document, the ASME believes that energy costs should be assessed as part of a life-cycle analysis. This means that, for both industrial and agricultural energy use, the ASME uses estimates that take into account capital costs, and not just operating costs. Therefore, the values quoted for energy use as a percentage of total costs in these contexts is lower than values quoted that look only at operating costs.

<sup>2</sup> USDA 2013 Agricultural Resource Management Survey (ARMS)

Natural disasters are not the only point of vulnerability in energy systems. As an example, the 2015 cyber-attack on Ukraine's electrical system demonstrated the vulnerability of electrical generation to attack by both state and non-state actors. These vulnerabilities are not confined to the electrical generation and distribution systems: they are present in all energy systems. Given the complexity of these systems, it is clear that they will never be invulnerable: instead they must be able to recover rapidly.

**Sustainable energy** is the most challenging of these three energy goals to define. The impact of the energy system on human health and the environment should not be minimized. Energy production is most strongly associated with air pollution from combusting gases, which include: particulates, organic compounds, carbon monoxide, carbon dioxide, nitrogen oxides, and sulfur oxides. Other forms of air pollution, including methane, may be released during fossil fuel production. Energy production also contributes to water pollution, and creates solid waste such as coal ash.

Air pollution is not the only sustainability issue tied to the energy system: concerns about the environmental impact of rare earth metals used in energy storage and the effects of all forms of electric generation on the environment. Energy is also a major user of water, an increasingly scarce resource. Energy production and transmission have an impact on wildlife, including loss of birds to wind turbines, pipelines interfering with migration routes, and the environmental damage associated with petroleum spills during production or transmission. In this context, minimizing the impact of any energy technology over its life cycle, and not just the time and point of use, becomes a major engineering challenge.

***2. All decisions regarding energy generation and usage in the United States should be based on viewing energy as an integrated system.***

Changes made in one component of the energy generation network to meet the goals of affordable, reliable and sustainable energy will also have other impacts. For instance, widespread adoption of electric vehicles will change the requirements of electric generation. The scale of increased electric generation has the potential to be massive: current road vehicles use the equivalent of about 20 percent of current US electric generation. This shift will only be economical, reliable, and sustainable if the expanded electrical production and transmission is also economical, reliable, and sustainable.

Vehicle owners may wish to utilize electricity generated using intermittent renewables such as solar or wind. Changes will be needed to the electric grid to manage new patterns of electricity usage. Production of electric vehicles will also require the production of energy storage materials which will impact the manufacturing economy as well as increasing demand for heavy earth metals. Policy makers must take a holistic view of the energy system to ensure that decisions made to encourage new technologies do not have undesirable impacts elsewhere in the energy system.

The technological challenges of integrating electrical vehicles into the US electrical grid are only one example of the technological challenges in energy integration. Achieving the goal of 100 percent renewable energy use set by many state and local governments, or supplying the energy needs of

companies committed to using renewable energy, will require massive changes to the United States electrical grid. Because of both technological development and financial incentives such as tax credits, wind and solar dominate renewable electricity generation. Managing the intermittency of these resources as they become a larger percentage of US electrical production will require both grid-scale storage, and smarter grid management. Grid-scale energy storage solutions will be different than storage solutions currently used in electrical vehicles, but will still create a need for new materials, whose mining and manufacturing will have environmental impacts. Active management of the electrical grid creates new vulnerabilities, including cyber-security challenges.

Policy makers can work to ensure that technological change results in increased affordability and sustainability while maintaining reliability in several ways. These include ensuring the availability of a broader range of renewable energy technologies by leveling tax incentives across renewable energy technologies to allow the use of the best technological solutions. They can provide appropriate incentives for storage and effective grid management, while encouraging effective cybersecurity. Finally, policies should use life-cycle analysis to ensure the goal of increased sustainability is truly met.

***3. Energy efficiency, and not just the generation and movement of energy, is part of a sound national energy policy.***

Because there is no “zero impact” energy, energy efficiency is not only more sustainable, but more economically competitive. As shown earlier in this discussion, energy costs are a significant portion of both United States industrial and agricultural costs, and a significant drain on household finances. In many cases, opportunities for improved energy efficiency are lost either due to a lack of information, or a failure to properly consider life-cycle energy costs. Metrics for measuring energy efficiency are crucial to enabling efficient use of energy.

The potential savings can be shown by looking at a single example of energy consumption: US data center energy usage, which accounts for 73 billion kilowatt-hours (kW-hrs.) of annual energy use. A major challenge in data centers is the amount of power that goes into ventilation and cooling of the electronics. For conventional data centers, for every 1000 Watts of power that go to the electronics and generates economic value, 600 Watts are spent on cooling. For highly efficient “hyper-scale” centers which are already being deployed, this amount can be reduced to around 100 Watts. Research systems designed to maximize cooling efficiency through technologies such as liquid cooling and waste heat recovery have demonstrated that this amount can be reduced to 20 Watts. This shows that systems engineering, and consideration of life-cycle costs can reduce the amount of wasted energy in data centers by a factor of six in existing commercial systems, and as much as a factor of 30 in next-generation systems. This is captured by a metric for data center energy efficiency; the Power Usage Efficiency, or PUE, which allows direct comparison of data center efficiency.

While not every technology offers the opportunities for improved energy efficiency seen in data centers, the basic principles of clear metrics for energy efficiency as well as consideration of life cycle energy impacts can be applied across the entire range of economic sectors that use energy.

This includes home energy efficiency, the efficiency of both private and commercial vehicles, and the development of industrial processes.

***4. Aggressive federal, state, and private investments on energy technology should be complemented by policies that allow these technologies to reach the market, and support the development of a broad energy economy.***

Transformative new energy systems are needed to reach the goal of reliable, affordable, and sustainable energy to support the needs of our growing global population. This goal requires energy research and development programs that progress from the fundamental research led by agencies such as the National Science Foundation (NSF) and the Department of Energy's Office of Science through applied research led by the Department of Energy's technology-focused programs. This should include not only investments in new generation technologies, but enabling technologies such as smart grids and energy storage. There is a role for rapid, high-risk energy technology investments that may not fit neatly into any of conventional categories, such as the work supported by the Advanced Research Projects Agency-Energy (ARPA-E.)

While research investments in renewable energy technologies have been the most publicized successes of energy programs, technology investments in fossil and nuclear power generation have also led to improvements in efficiency, reliability, and sustainability. For instance, new high-temperature materials, advanced combustion processes, and new pollutant removal technologies have improved the efficiency of coal and natural gas plants while reducing their environmental impact. Continued research investments in renewables, fossil energy, and nuclear energy will lead to additional gains in these areas.

Energy planning for the future requires a portfolio approach to investments that enhances all energy technologies and is sometimes referred to as an "all of the above" strategy. This approach mitigates the risk of any one technology not achieving desired goals. It also recognizes that energy choices are influenced by geography, including the solar resource in the Southwest, the hydropower resources throughout the U.S., wind resources of the Great Plains, and concentrations of coal, oil, and natural gas. Movement of fuel and electricity to areas of greater demand requires added infrastructure, leading to increased cost and environmental impact.

Innovative ideas for new or improved energy technologies can be readily studied at laboratory and bench scales to evaluate their promise for further development into a deployable energy system. Equipment and financial support needs are small at these scales. Validation experiments need not address how the proposed technology would integrate with the overall system. However, practice has shown that a prototype at a scale representative of a commercial system must be built and operated successfully to attract financial support to further advance the technology toward deployment in the marketplace.

Development costs and technical risks are large for demonstrating advanced energy technologies. Private investors will not usually fully fund such endeavors. Aggressive federal, state, and private investments, complemented by policies that reduce investment and deployment risks, are needed

to enable new technologies to successfully pass through the demonstration phases to reach the market. In consideration of the above challenges, technology demonstration and commercialization policies should reflect the following attributes:

- a) The US Department of Energy should dedicate programmatic funding support to sustain a continually updated portfolio of candidate scale-up and demonstration projects that will lead to the commercialization of new energy technologies.
- b) The federal government should co-invest with private partners, using flexible cost share guidelines where appropriate, to support the large-scale demonstration of promising technologies for commercialization in domestic and international markets.
- c) A range of financial incentives, including Federal loan programs, investment tax credits, production tax credits, commercial lending practices / repayment guarantees, and similar programs should be enacted to promote new investments in viable technologies.

However, the long-term consequences of tax credits as technologies mature should also be considered. As noted earlier, current tax credits are not evenly distributed among mature renewable energy technologies, which may affect arriving at the most effective grid-scale solutions.

Due to the costs associated with operating large-scale demonstration projects, the Department of Energy should maintain effective management procedures to cancel unsuccessful projects on a timely basis, develop funding cycles that promote continual updating of the demonstration program portfolio, and work collaboratively with other federal agencies to share the costs of energy demonstration projects.

***5. Changing technology will require substantial and sustained investment in an educated work force.***

The rapid changes in energy technology require a workforce that is capable of designing, deploying, and maintaining increasingly complex technology and mastering new skills such as cybersecurity, robotics, and artificial intelligence (AI) while retaining the institutional knowledge needed to maintain and update systems that may be decades old. The potential loss of institutional knowledge goes beyond dealing with existing systems. As engineers with experience in designing power plants retire and leave the workforce without passing on their expertise, the ability to design safe and affordable plants may be lost. The loss of skills goes beyond the engineering work force: skilled trades needed in the energy industry such as machining and specialized welding are also at risk.

The United States has an aging workforce in the engineering and non-engineering energy areas with the median age of 55 years old. Strategies for combatting the potential loss of knowledge are being developed throughout the country in order to try to capture and disseminate this information before it is lost. Successful college students can earn Associate, Bachelors and Master's degrees in the energy field. There are also apprentice and operator certification programs to train the incoming classes of power plant operators. New energy technologies require a more educated work force at

all levels, from the trades to advanced engineering degrees.

The rapid rate of technology change makes energy an appealing area to many students. As Brian Malone, a student recently quoted in an NSF report, stated:

“Distributed energy resources; smart grid, electric vehicle charging, data analytics, cybersecurity, molten salt reactors, power electronics and all of the challenges in power make it impossible to be bored or complacent in this field. The best part is I am only scratching the surface and there is a lifetime of work ahead.”

The U.S. needs to channel this enthusiasm and move forward with the education and technology needed incorporating workforce development policies and action across the board. In addition to changes in educational policy, changes in trade, taxation, regulation, and fiscal and monetary policy should be considered.

The federal, state, and local governments, businesses, and educational institutions should work together to develop power universities, vocational schools, community colleges, apprenticeship and operator training programs to ensure that the incoming workforce is trained and ready to take on future challenges in power, AI, robotics, and all forms of renewable energy sources. This will lead to the internationally competitive work force needed to achieve the goals of affordable, reliable, and sustainable energy, as well as an internationally competitive US economy.

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

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**Date Submitted:** January 6, 2020  
**BOG Meeting Date:** January 22, 2020

**To: Board of Governors**  
**From: Committee on Finance and Investment**  
**Presented by:** William Garofalo  
**Agenda Title:** ASME Pension Plan Funding

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**Agenda Item Executive Summary:**

**Attached is a motion for the BOG that authorizes the transfer of funds to a 3<sup>rd</sup> party insurance carrier selected by the Pension Plan Trustees in order to transfer the pension obligation.**

**Proposed motion for BOG Action:**

The Board of Governors hereby authorizes the Executive Director/CEO to transfer funds in a range between \$15-20 million dollars to the third-party insurance carrier selected by the Pension Plan Trustees on or before January 28, 2020.

**Attachments:**

Pension Plan Funding Motion

# Pension Plan Funding Motion

- Whereas the Board of Governors voted on November 10, 2018 to transfer the ASME Pension Plan obligation to a third-party insurance carrier;
- Whereas it is necessary to liquidate some of the investments of the Society in order to satisfy the Pension Plan Termination Liability;
- Whereas an estimate of the funds necessary to satisfy the Pension Plan Termination Liability will be received by the Pension Plan Trustees on January 13, 2020;
- Whereas the exact amount of funds necessary to fully fund the Pension Plan obligation and to satisfy the expenses attendant to the Pension Plan transfer (“Transfer Costs”) cannot be identified by the Pension Plan Trustees until January 23, 2020;
- Whereas it is necessary that COFI liquidate Society investments to satisfy the Transfer Costs prior to January 28, 2020;
- Whereas COFI will liquidate investments in the amount plus a reasonable additional margin of the estimated costs identified on January 13, 2020;

## **Motion for BOG:**

The Board of Governors hereby authorizes the Executive Director/CEO to transfer funds in a range between \$15-20 million dollars to the third-party insurance carrier selected by the Pension Plan Trustees on or before January 28, 2020.

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

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**Date Submitted: January 6, 2020  
BOG Meeting Date: January 22, 2020**

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

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**Agenda Item Executive Summary:**

Proposed appointments reviewed by the COR on January 6, 2020.

**Proposed motion for BOG Action:**

To approve the attached appointments.

**Attachments:** Document attached.

**JANUARY 2020**

**PROPOSED APPOINTMENTS  
TO EXTERNAL ORGANIZATIONS**

<b>External Unit</b>	<b>Nominee</b>	<b>Appointment Position/Title</b>	<b>Appointment Term/Category</b>	<b>Appointment Type</b>	<b>History</b>
Hoover Board	Melissa Nairn	ASME Alternate	January 2020 – December 2025	Initial	Metropolitan Section Secretary
International Pipeline Conference Foundation Board	Andrew Drake	ASME Representative	January 2020 – December 2021	Initial	B31 Executive Committee
International Pipeline Conference Foundation Board	Taylor Shie	ASME Representative	January 2020 – December 2021	Initial	Engineering Sources and Processing Sector Member



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	January 6, 2020
BOG Meeting Date:	January 22, 2020
To:	Board of Governors
From:	Michael W Johnson Chief Strategy Officer
Presented by:	Michael W. Johnson
Agenda Title:	Technical Community Engagement Project

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Agenda Item Executive Summary:

Provided a status report to the Board of Governors (Information only)

Proposed motion for BOG Action: Not Applicable

Attachment(s): Presentation

# 2019 Technical Community Engagement Project Board of Governors Progress Report

Michael Johnson  
January 22, 2020

# What to Expect

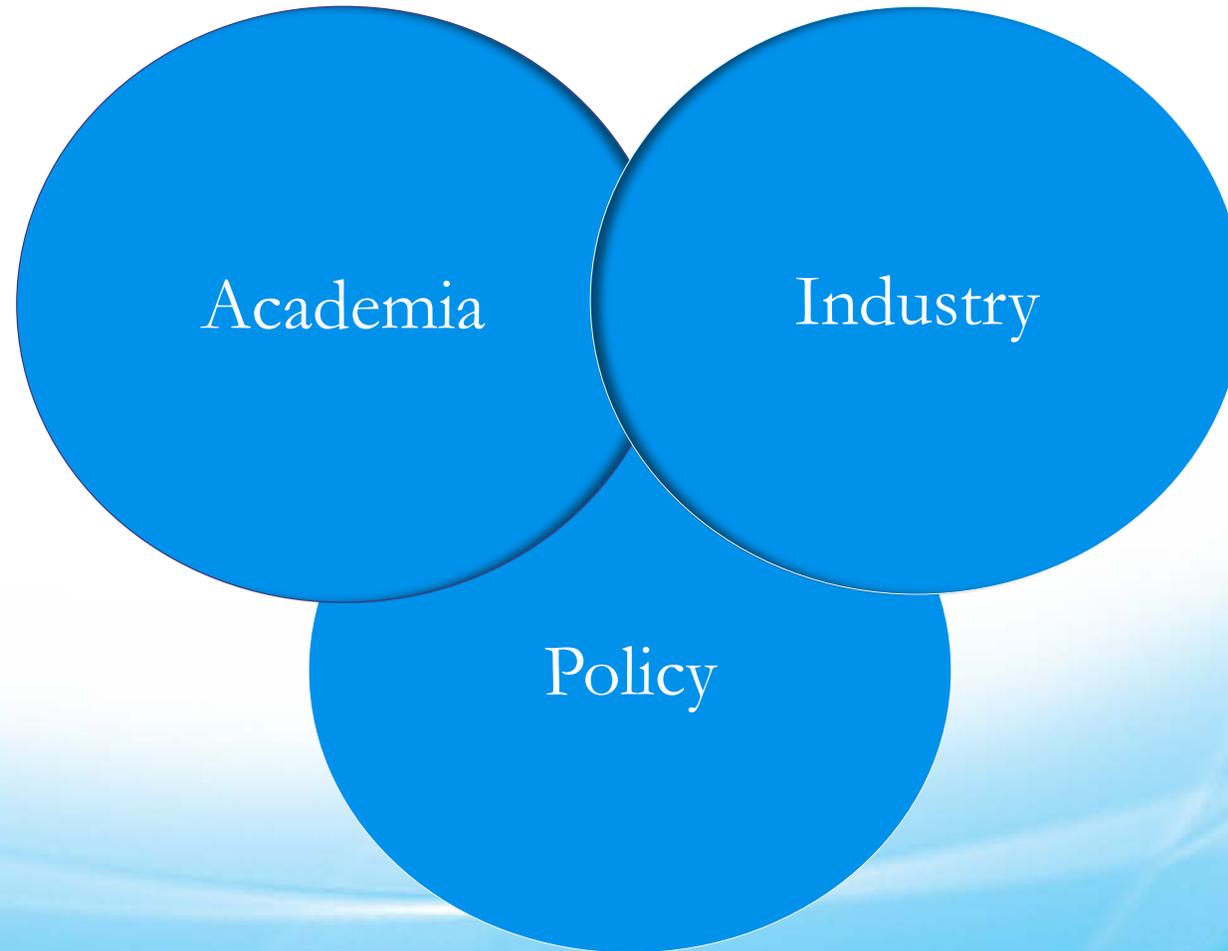
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- **Description**
  - Progress report on TEC alignment project
- **Expectation**
  - Information only
- **Questions**
  - Ask questions during presentation
- **Duration**
  - 15 minutes

# Recommendations for structural adjustments to the Technical and Engineering Communities

- Align the current technical divisions based on common centers of excellence, technology content, and the constituents they serve.
- Define a reporting structure that explicitly states whom the Divisions are accountable to for financial performance
- Implement a lean leadership and governance structure
  - Implement a leadership structure that drives accountability across the Division's leadership to foster collaboration and communications within the respective communities
- Secure bottoms up input and concurrence from the Technical Divisions on the proposed technical community alignment outlined in Attachment A by January 30, 2020

# Technical Divisions serve overlapping constituents, but conferences and events are directed at these Centers of Influence



# Attachment A- Proposed Technical Centers of Influence

## Energy Generation and Storage

Materials & Energy Recovery  
Power  
Internal Combustion Engines

## Energy Sources & Processing

Petroleum  
Ocean Offshore and Arctic  
Pressure Vessels and Piping  
Pipeline Systems

## Renewable Energy

Nuclear Energy  
Solar Energy  
Wind (New)

## Gas Turbine

International Gas Turbine Institute

\* Not Assigned

## Design, Material & Manufacturing

**Aerospace**  
Rail Transportation  
Manufacturing  
Computers & Information in Engineering  
Design Engineering  
Dynamic Systems & Control

## Engineering Sciences

Applied Mechanics  
Advanced Energy Systems  
Fluids  
Fluids Engineering Systems & Technology  
Heat Transfer  
Noise Control & Acoustics  
Tribology  
NDE Evaluation, Diagnostics & Processing  
Environmental Engineering

## Emerging Technologies

Robotics and Automation (New)  
Bioengineering

## Cross Sector

Management  
Technology & Society  
Safety Engineering & Risk Analysis

## Research Committees

Water & Steam RC  
Energy Environment and Waste RC

## In-Progress\*

Electronic, Photonics and Packaging  
Information Storage systems  
Nanotechnology Institute

## Inactive

Materials Handling  
Plant Engineering & Maintenance  
Process Industry



# Progress to-date

- In-Person Meetings and Conference Calls
  - Power Division
  - Energy Conversion & Storage Segment and Division leadership
  - Environmental Systems
  - Computers & Information in Engineering
- Conference calls– scheduled
  - Pressure Vessels and Piping
- Remaining calls or meetings being scheduled and coordinated by Tim Graves' team

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

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**Date Submitted:** January 6, 2020

**BOG Meeting Date:** January 22, 2020

**To:** Board of Governors (BOG)

**From:** Rich Laudenat

**Presented By:** Rich Laudenat

**Agenda Title:** 2020 Nominating Committee and Governance Changes: Discussion Plan

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**Agenda Item Executive Summary:**

The Presidential and Executive Director Team (PEDT) received some recommendations from the 2019 Nominating Committee Leadership on changes to be made to the Nominating Committee as well as the Nominating process.

Preliminary discussions have been held; the Board has had the opportunity to ask questions; the responses have been socialized; and the BOG will be able to conduct a more granular discussion to focus on topics of concern.

The Board will have the opportunity to have a discussion and agree on the path forward.

**Proposed motion for BOG Action:** Information and discussion only

**Attachments:** PowerPoint Presentation

# **2020 Nominating Committee and Governance Changes: Discussion Plan**

January 22, 2020 Board Of Governors Meeting  
Richard Laudenat



## Expectations for the Conversation ...

- **Brief Description** – The Board Call will provide an opportunity to DISCUSS and SEEK TO REACH CONSENSUS on enhancements to Leadership Selection and Related Governance Changes
- **Desired Outcome** – The Meeting will be for discussion and agreement on the path forward
- **Why this Approach** – Preliminary discussions have been held, the Board has had the opportunity to ask questions, the responses have been socialized and the BOG will be able to conduct a more granular discussion to focus on topics of concern
- **Duration** – 60 Minutes have been allocated for the presentation and discussion during the Board Call

# Why Are These Changes Being Considered...

- Create a Nomination and Governance Structure that Supports ASME Strategic Objectives:
  - Implement fundamental changes to the way ASME selects Board Leadership which is a “best practice”
  - Endorse the value of an “Executive Committee” to facilitate ASME Operations with a focus on donor issues with an active Capital Campaign in operation
  - Provide our Executive Director/CEO with a meaningful impact in the direction of ASME
  - Provide agility and adaptability to ASME leadership in a new era where volunteerism is declining

*... With the reasoning behind these proposed changes understood and agreed to, the planning and implementation of changes will flow in a logical process ...*

## This is not the Final Conversation on these initiatives ...

- A very deliberate governance review is needed on each of these Proposals
- The Board will have an opportunity to re-visit each as they are developed and presented ... one step at a time on these fundamental changes

*... The Board's current view on these Governance initiatives is needed ...*

## Discussion Focus Areas (note both Bylaw and Constitution Reviews are required) ...

- President Selection by BOG with option for one (1) additional term
- Option to select Outside Board Member to address Strategic Needs
- Create Executive Committee of the Board (PEDT + Senior BOG Member selected by BOG) with defined financial approval threshold below BOG Approval
- Provide for re-election for Second Consecutive Term for a Governor based on BOG Vote
- Reporting Relationship between ED/CEO and Board.

**Next Step: Consensus on general principals to eventually become Action Items.**

**Thank you !**