



POSITION DESCRIPTION
ASME Board of Governors
Member-at-Large

OVERVIEW

The affairs of the Society shall be governed by a Board of Governors (BOG) which shall have full oversight of the activities of the Society, subject to the limitations of the Constitution and By-Laws, Society Policies, and the laws of the State of New York. The voting members of the BOG shall consist of the twelve (12) Members-at-Large, one of whom is President and up to two (2) Members-at-Large who are Appointed Governors. (reference C4.1.1)

TERM

- a) One Year as Board of Governors-elect
- b) Three Year term as a member-at-large beginning and ending during the second Business Meeting of the fiscal year of the Society at a time designated annually by the Board of Governors.

DESCRIPTION OF RESPONSIBILITIES

- a. Performs duties of Board membership responsibly and conforms to the level of competence expected from Board members, including the legal responsibilities of care, loyalty, and obedience;
- b. Provides oversight to the management of the ASME: owns and provides guidance concerning the Vision, Mission, Strategy and Volunteer Organizational Structure for Society;
- c. Exercises independent business judgment and acts in the best interests of the ASME, its members, and the public and not on behalf of any individual, entity, or interest group;
- d. Oversees the establishment of effective systems for the periodic and timely reporting to the Board of important matters concerning the ASME, including current business and financial performance; future business prospects and forecasts; financial statements with the appropriate segment or divisional breakdowns; compliance programs to assure ASME's compliance with applicable law and corporate policies; material litigation, governmental and regulatory matters; monitoring and where appropriate, responding to communications from members;
- e. Provides direction to the organization regarding a sustainable future by adopting sound,

ethical, and legal governance and financial management policies, including ensuring adequate resources are available to achieve its mission;

- f. Works in collaboration with the ASME Executive Committee, Sr. Vice Presidents, and the Executive Director/CEO to respond to institutional threats and opportunities;
- g. Conducts activities and take actions as a Board, only acting as individuals or sub-sets of the Board of Governors when so chartered by the President and acknowledged by the full Board of Governors;
- h. Prepares for, attends, and actively participates in Board activities, including educational sessions, as well as serves on special committees, task forces, or other special projects as may be assigned;
- i. Review and approve meeting minutes and provide feedback to verify accuracy;
- j. Discloses any real or perceived personal conflict of interest regarding matters before the Board or conflict with the fiduciary responsibilities of a member of the Board of Governors;
- k. Keeps information confidential until disclosure to the public has been authorized by the Board of Governors or its designee;
- l. Complies with all governance documents and external laws, including the law that protects ASME's tax-exempt status – United States Internal Revenue Code Section 501(c)(3);
- m. Exhibits the highest standards of collaboration and collegiality;
- n. Provides leadership in achieving ASME's vision, mission, and goals, and the corresponding strategies, plans, and budgets to achieve them;
- o. Participates in strategic planning and program evaluation;
- p. Identifies, encourages, nominates, and mentors candidates for higher volunteer positions within ASME;
- q. Represents ASME to stakeholders and acts as an ambassador for the organization at the request of the President;
- r. Acts as a mentor to the Governor-elect;
- s. Keeps current on developments in the ASME's core technologies;
- t. Agreeable to be considered for possible appointment as ASME President; and
- u. Contributes to and approves annual performance evaluation of the Executive Director/CEO.

ELIGIBILITY

- a. Must be an ASME member in good standing, and
- b. Must be of ASME Corporate Member grade or higher.

QUALIFICATIONS AND SKILLS

- a. Respects the Board process;
- b. Demonstrated business understanding, experience, and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the ASME and willingness and ability to contribute positively to the decision- making processes of ASME;
- c. Working knowledge of the ASME and its fields of interests, values and reputation, activities, mission, governance and organizational structure, legal landscape, finances, goals, needs, and strategic direction;
- d. Working knowledge of the fiduciary responsibilities of a Governor - care, loyalty, and obedience;
- e. Ability to listen, analyze, think clearly and creatively, present with an open mind, work well with people individually and in a group;
- f. Ability to cultivate and recruit Board members and other volunteers;
- g. Interest and ability to understand the sometimes-conflicting interests of the various constituencies of the ASME, which include members, employees, customers, governmental units, creditors, and the general public, and to act in the interests of the ASME as a whole, all members and the public;
- h. Honesty, integrity, and adherence to high ethical standards;
- i. Excellent relationship skills with the ability to:
 - Interact with the public, other organizations, and diverse communities on a global scale;
 - Motivate others;
 - Negotiate, compromise and resolve differences; and
 - Maintain positive working relationships and capability to set direction;
- j. Ability to adhere to strong governance practices;
- k. Excellent communication skills;

- l. Familiarity with the basics of Robert's Rules of Order; and
- m. Prior relevant volunteer experience.

TIME REQUIREMENTS

Three in-person meetings in conjunction with the ASME Annual Meeting, the International Mechanical Engineering Congress and Exposition (IMECE) and the Board Planning meeting (@ 2 days each)

Approximately 4 other virtual meetings a year (@ 2 hours each)

Approximately 8 hours per year of committee work.

REIMBURSED EXPENSES

Ordinary and necessary ASME travel expenses are reimbursed under ASME policies.

CANDIDATE APPLICATION AND PROCESS

You may find all the necessary information by going to go.asme.org/nominate or emailing RuthAnn Bigley at bigleyr@asme.org

STAFF CONTACTS for the Board of Governors

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