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FY26 BOARD OF GOVERNORS

Monday, April 20, 2026, 9:00 AM – 12:00 PM (EDT)
ASME Washington, D.C. Office – 1828 L Street, N.W., 1st Floor

FINAL MINUTES

Attendance during the open session was as follows:

Board of Governors

President: Lester Su
Governors: Carlos Beatty, Jr., Alma Fallon*, Kathryn Jablokow, Nicole Kaufman Dyess, Bill King*/**, Nelia Mazula*/**, Monica Moman-Saunders, Parisa Saboori, Dave Schlesinger, Kevin Scott Smith, Janis Terpenney

Executive Director/CEO: Thomas Costabile

Other Officers

Senior Vice Presidents/Elects: Rick Cowan, Section Engagement Sector
Bryan Lewis, Elect, Section Engagement Sector
Jennifer Jewers Bowlin, Student & Early Career Development
Pierre Larochelle, Public Affairs & Outreach
Thomas Lavertu, Technical & Engineering Communities
Tom Vogan, Standards and Certification*
Secretary/Treasurer: Tara McMahan
General Counsel: John Delli Venneri, Esq. (absent)
Chief Financial Officer: William Garofalo
Governors-Elects: Alisa Clyne (absent), Daniel Kearney (absent), Vicki Risinger, Bob Stakenborghs

Guests

Charbel Bou Mosleh ASME Scholarship Committee*
Joe Budzinski Chair, IAB
Martin Cameron IAB Member*
Linda Franzoni Member*
Brandon Graham BOG ECLIPSE Member*
Susan Ipri-Brown Committee of Past Presidents*
Madika Kotb Committee of Past Presidents*
William Lowery Choreo Advisors
Rick Marboe Governor, 2020-2023*
Cameron Martin IAB Member
Twish Mehta Committee on Sustainability
Grace O'Connell Bioengineering Division Committee *
Karen Ohland Committee of Past Presidents*
Erkan Oterkus Member*
Joseph Radisek Nominating Committee*/**

Keith Roe	Past President, 2016-2017*/**
Bob Sims	Committee of Past Presidents*
Brian Webster	Petroleum Division, Past Chair*
Neil Wilmshurst	Chair, ASME Foundation Executive Council
Charla Wise	Committee of Past Presidents*

Staff

Hasan Agha	Managing Director & Chief Architect
Iana Aranda	Sr. Director, Engineering Global Development*/**
RuthAnn Bigley	Manager, Governance Programs*
Keith Bloesch	Chief Information Officer
Susie Cabanas	Manager, Global Alliances & Board Operations
Chris Cantrell	Sr. Managing Director, Standards Engineering Services
Arin Ceglia	Managing Director, Learning & Development*
Chandra Clouden	Chief Human Resources Officer
Timothy Graves	Managing Director, Technical Conferences & Member Communities*/**
Ashley Huderson	Senior Director, Programs
Meredith Jones	Chief Revenue Officer
David Kurywchak	Managing Director, Sales*
Rebecca Lakhani	Director, Corporate and Foundation Partnerships
Andrea Mahoney	Managing Director, Marketing & Digital Operations*/**
Tom Meehan	Controller
Andrea Mess	Managing Director, Talent Management & Strategy
Keith Miles	Senior Director, Philanthropy
Steven Papaganeres	Managing Director, Finance
Jeff Patterson	Chief Operating Officer
Allian Pratt	Chief Leadership Engagement Officer
Christine Reilley	Managing Director, Publishing*
Karen Russo	Managing Director, Strategic Communications*
Anand Sethupathy	Chief Strategy Officer*
Luwisa Smart-Rivas	Coordinator, Constituent Engagement & Experience
David Soukup	Managing Director, Governance*
Stephanie Viola	Managing Director, Philanthropy/ED, ASME Foundation

* *Virtual*

** *Part-time Attendance*

1. Opening of Meeting

- 1.1 Call to Order: On April 20, 2026, a meeting of the FY26 Board of Governors of the American Society of Mechanical Engineers was held at the ASME office in Washington, D.C. and simultaneously via the Teams application. A quorum was present, and the meeting was called to order by President Su at 9:00 AM EDT.
- 1.2 Adoption of the Agenda: On motion made and seconded, the Board unanimously voted to adopt the agenda as circulated on April 14, 2026.
- 1.3 President's Remarks: President Su believes this is an exciting time for ASME, with activity typically increasing in the spring. He noted recent developments in publishing, ASME Ventures, expanding

international opportunities, philanthropy, and ASME's role as leaders across the engineering society world. Several sister societies have undergone leadership changes—for example, civil and chemical engineering societies now have new executive directors, many of whom are not engineers. This change is partly driven by ASME's success in exploring alternative business models. He expressed appreciation for ASME's staff leadership, which brings expertise beyond the engineering field, and noted that sister societies view ASME as a model though President Su does not think they will be able to capture what our team has put together.

The pace of change is rapid, which is driving discussions on issues such as ethics and AI. It is important to have a consistent view of where these developments are headed and to stay mindful of the Board's role. Regarding the Purpose, Mission, and Vision, as well as AI and the Code of Ethics, the Board must know where it stands and actively engages, as its role is strategic in setting direction and representing the membership.

A challenge is to ensure that these statements can be used by the Foundation team. Even well-crafted statements will have little impact unless they can clearly communicate ASME's value and mission to potential supporters. While the Board's role is oversight, it is also important to be aspirational and express those aspirations in its statements.

1.4 Executive Director/CEO's Remarks: Mr. Costabile thanked everyone for their commitment and support and remains thankful to be ASME's Executive Director/CEO.

The last few months have been challenging. In discussions with fellow C-Suites friends, everyone is adapting to new and evolving ways of life globally, although he sees more opportunities for ASME. Despite the media noise regarding the economy, he is pleased with the ASME's progress and growth. There is some concern regarding conference attendance and some revenue shortfalls.

In March, Mr. Costabile, Anand Sethupathy and Chris Cantrell traveled to Asia. They met with the India team in ASME's Delhi office where they joined the first part of quarterly review meetings regarding activities and planning. The team continues to respond positively. Several meetings were conducted with a view to expanding ASME's business. IMECE India will be held in Chennai in early September and is already off to great start. To date 1,268 technical papers and 130 technical presentations have been submitted. He is pleased that the ASME Board will participate in IMECE India.

In Singapore they met with three universities and hosted a dinner with university and section individuals. While there, temporary office space was identified, and the lease is being finalized. They also met with the consulate and are ready to establish two legal entities.

After Singapore, they traveled to Beijing's new office. John Hasselman and his team are spending significant time preparing for how the U.S. and China can work together.

The last stop was Kuala Lumpur in conjunction with the OTC Asia Conference held there every other year. Three members of the AIPL India team operated a booth at the conference. The conference was budgeted for 30,000 registrants and attendance was approximately 25,000 with 89 countries represented. This is being discussed between the Executive Directors of the 12 sponsoring organizations to figure out what needs to be done to improve the conference. The main OTC conference will be held in Houston beginning May 4, and this topic will be discussed at the OTC

Board meeting on May 3, 2026. One idea is to make OTC Houston a 2-day conference and not a 4-day conference.

The IAB spring meeting is being held April 21 and 22 at the ASME D.C. office. Most of the governors and IAB members will make visits to Capitol Hill. Approximately 50 visits are scheduled over the next few days.

This year's Annual meeting will be held in Orlando, Florida on June 5-8 and will be hybrid.

The construction and relocation of the New York, New Jersey and Houston offices are now complete. On Thursday this week, the Executive Team and Senior Leadership team will be meeting at the New Jersey office to discuss the FY27/28 business plan.

John Delli Venneri could not be here today as he is getting ready to testify in front of a committee regarding IBR.

Lastly, Form 990 for 2025 has been completed and will be sent to the Board for its review.

Mr. Costabile concluded by briefly reviewing today's agenda items.

1.5 Consent Items for Action: No requests were received to remove any items from the Consent Agenda.

On motion made and seconded, the Board voted to approve 1.5.1 through 1.5.4 on the Consent Items for Action:

- 1.5.1. Approval of Open Session Minutes of January 21, 2026
- 1.5.2. Proposed Appointments
- 1.5.3. Approval of Changes to By-Law B5.2.3 and B5.2.3.5
- 1.5.4. Changes to Society Policies 2.13, 4.4, 4.12 and 15.11

2. Open Session Agenda Items

2.1 FY26 YTD Financial Report: Bill Garofalo provided a high-level recap of financial operational results to date. March revenues versus expenses showed a net surplus with net results ahead of forecast and budget. Net results were favorable to budget driven by an increase in revenues. Through March, print revenues also improved compared to budget.

The current approved contingency reserve target is 60%. FY25 ended with a contingency reserve of 106% and increased to 137% as of the end of March FY26.

Bill Lowery provided a review of ASME's investment portfolio and current market conditions. He stated that the global economy continues to expand despite a slowdown in March due to geopolitical risks. Consumer spending remains resilient. Inflation is projected to stay above the Fed's 2% target through much of 2026. The investments portfolio improved by 7% through March. ASME will continue to work with our investment partners to monitor and adjust allocations when necessary. The portfolio continues to remain diversified with a mix of 73% equity and 27% fixed income investments.

- 2.2 Code of Ethics and AI: Based on the pre-reads that were sent out, President Su asked the Board members for their opinions regarding adding AI to ASME's Code of Ethics including answering the three questions he posed to reflect AI development. Should ASME as a society make a statement regarding AI? AI has the potential to increase productivity and the other professional society codes mention education and staying current with emerging technologies.

Mr. Su will circulate draft possibilities based on this discussion and Mr. Costabile believes a conversation should take place with the Ethics Committee. (Minutes Appendix 2.2)

- 2.3 Enterprise Goals Update: Jeff Patterson briefly reviewed the workstreams and their progress: Financial & Business Acumen (FBA), Customer Experience (CX), Product Portfolio Management (PPM), Digital Transformation (DX) and Workforce Transformation (WfX). All workstreams are on track except for two, which are delayed; Sustainability Conference under CX and SF Business Capabilities under PPM.
- 2.4 ASME Museum Concept: Rebecca Lakhani and Dolores Rosado have been asked to lead the feasibility study for the ASME Museum by exploring several scenarios keeping ASME's mission at the forefront regarding education, workforce growth and engineering heritage. The feasibility areas of study include investment and cost profiles, location, scope and scale, programmatic balance and global perspective. The timing for this study will run through the summer. (Minutes Appendix 2.4)
- 2.5 IAB Update: Joe Budzinski, Chair of the IAB Committee, and Anand Sethupathy provided an update on the Industry Advisory Board (IAB) which included the updated roles and responsibilities of IAB members, member composition, its strategy and planned international expansion to India, Latin America and Asia. They briefly reviewed the agenda items for the April 22, 2026 meeting and shared the IAB's current U.S. and India membership rosters. (Minutes Appendix 2.5)
- 2.6 ASME Foundation Update: Neil Wilmshurst, Chair of the ASME Foundation, and Stephanie Viola provided an update. In 2019 the ASME Foundation was reimagined and in FY2027 it will sharpen its focus and take a closer look at its programs portfolio and operations to ensure programs are relevant, modernized and fundable. Some of those programs include K-12 Education, E-Fests and EFX and Engineering for Change. They also highlighted its achievements in India, such as expanding its reach, strengthening partnerships, and broadening its influence within the country's engineering ecosystem.

More than \$30 million has been pledged to date in the Foundation's fundraising efforts for the Campaign for Next Generation Engineers.

Early next year, Mr. & Mrs. Wilmshurst will be working with Keith Miles and Stephanie on setting up a scholarship that will focus on underprivileged kids in South Carolina.

Keith Miles reminded everyone of the Empowering Possibility event to be held at the ASME NYC office on April 27. Program highlights include personal testimonials and the presentation of the ASME Foundation Next Gen Award. (Minutes Appendix 2.6)

- 2.7 ASME Singapore Office: In response to a question as to why Singapore, Anand Sethupathy explained that Singapore is a fantastic bridge between the U.S. and China as it is a very easy place to do business, serves as a reasonable hub for ASEAN and is easy for China participants to travel to.

After consulting with local experts, it was determined that two entities need to be formed; a Private Limited Entity (PTE Ltd) and Company Limited by Guarantee (CLG), a not-for-profit entity that would allow us to set up a local foundation.

The PTE Ltd. Entity would allow us to hold conferences local to the region such as learning & development, technical events and other business development opportunities. For the nonprofit CLG, philanthropic, scholarships and programs such as iShow and EFest can be replicated. Engineering Education & Sections can support growth of the ASEAN ME academic community and student and professional sections as well. For fundraising, Singapore is positioned as Asia's philanthropy gateway and is home to many family offices.

Mr. Sethupathy provided a high-level overview of the financials from FY27 to FY30 with estimated revenues, estimated expenses, estimated NET, headcount and office space.

He then asked for the Board to approve the motion to form the two legal entities. The plan is to work with Alex Tan to execute all the efforts required. (Minutes Appendix 2.7)

On motion made and seconded, the Board voted to approve the following Motion:

NOW, THEREFORE, BE IT RESOLVED, that the Board of Governors hereby authorizes ASME to form and incorporate the following legal entities in Singapore, or such other substantially similar names as may be approved by the relevant Singapore authorities:

1. American Society of Mechanical Engineers Singapore Private Limited, to be established as a Singapore private limited company or other appropriate operating entity, to support permissible operational, commercial, and administrative activities in furtherance of ASME's mission.
2. American Society of Mechanical Engineers Foundation Singapore, to be established as a Company Limited by Guarantee (CLG) or other nonprofit-equivalent structure under Singapore law, to support ASME's charitable, educational, and mission-aligned activities in the region; and

FURTHER RESOLVED, that ASME shall be the sole member, guarantor, or shareholder, as applicable, of each such entity, subject to any minimum local governance or statutory requirements under Singapore law.

FURTHER RESOLVED, that the Board authorizes the Executive Director/Chief Executive Officer, Chief Strategy Officer, Chief Financial Officer, General Counsel, and such other officers as may be appropriate, acting singly or jointly, to:

- Finalize the legal structure, constitutional documents, and governance arrangements of each entity;
- Appoint initial directors, officers, or authorized representatives as required by law;

- Engage and instruct external legal, tax, accounting, and corporate secretarial advisors in the United States and Singapore; and
- Take all other actions necessary or advisable to form, register, and operationalize the entities in accordance with applicable laws and ASME policies.

FURTHER RESOLVED, that the Executive Director/Chief Executive Officer of ASME is authorized to execute and deliver all documents, filings, resolutions, guarantees, and agreements required to effectuate the formation of the entities, including any amendments or ancillary documents required by Singapore regulatory authorities.

FURTHER RESOLVED, that any material deviation from the approved purpose, ownership, or risk profile of the entities, or any material capital commitment outside of the approved budget and business plan, shall be brought back to the Board of Governors for review and approval.

3. New Business

No new business was presented.

4. Open Session Information Items

4.1 Dates of Future Meetings for FY26 Board of Governors

DATE	DAY	TIME	LOCATION
June 6, 2026	Saturday	9:00 am – 4:00 pm	Orlando, FL
June 7, 2026*	Sunday	9:00 am – 11:00 am	Orlando, FL
June 8, 2026*	Monday	9:00 am – 1:00 pm	Orlando, FL
July 12-15, 2026*	Sun-Wed	TBD	Seattle, WA
Aug 31-Sep 5, 2026	Mon-Sat	TBD	Delhi/Chennai, India
November 8, 2026*	Sunday	TBD	Vancouver, BC, Canada

*FY27 Board of Governors

5. Adjournment

The Monday, April 20, 2026 meeting adjourned at 12:10 PM EDT.

Tara McMahan
 Secretary/Treasurer

List of Appendices

- 1.5.2. Proposed Appointments
- 1.5.3. Approval of Changes to By-Laws B5.2.3 and B5.2.3.5
- 1.5.4. Changes to Society Policies 2.13, 4.4, 4.12 and 15.11
- 2.2. Society Policy on Ethics – Implications of AI, Part 3
- 2.4. ASME Museum Concept
- 2.5. IAB Update
- 2.6. ASME Foundation Update
- 2.7. Singapore Legal Entities Formation



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

Date Submitted: April 3, 2026

BOG Meeting Date: April 20, 2026

To: Board of Governors

From: Committee on Organization and Rules (COR)

Presented by: Richard Marboe

Agenda Title: Proposed Appointments

Agenda Item Executive Summary:

Proposed appointments reviewed by the COR on April 3, 2026.

Proposed motion for BOG Action:

To approve the attached appointments.

Attachments: Document attached.

APRIL 2026 PROPOSED APPOINTMENTS TO ASME UNITS

Internal Unit	Nominee	Appointment Position/Title	Appointment Term/Category	Appointment Type	History
Committee on Honors	Timothy Fisher	Member-at-Large	July 2026 – June 2029	Initial	Recipient of 2025 Honorary Membership
Committee on Honors	Victoria Rockwell	Member-at-Large	July 2026 – June 2029	Reappointment	Past President
Committee on Honors	Lori Setton	Member-at-Large	July 2026 – June 2029	Reappointment	Past H.R. Lissner Committee Member
Committee on Honors	Evelyn Wang	Member-at-Large	July 2026 – June 2029	Initial	Bergles-Rohsenow, Kraus, Kreith, and Larson Awards Recipient
Committee on Organization and Rules	Ruander Cardenas	Member-at-Large	July 2026 – June 2029	Initial	VOLT Executive Committee Member
Committee on Organization and Rules	Richard Marboe	Member-at-Large	July 2026 – June 2029	Reappointment	Board of Governors Member
Committee on Organization and Rules	Richard Swayne	Member-at-Large	July 2026 – June 2029	Reappointment	Standards and Certification Council Vice Chair
Old Guard Committee	Richard Benson	Member-at-Large	July 2026 – June 2029	Initial	Board of Governors Member
Old Guard Committee	Emily Boyd	Member-at-Large	July 2026 – June 2029	Initial	Committee on Organization and Rules
Old Guard Committee	Sridhar Condoor	Member-at-Large	July 2026 – June 2029	Initial	Vice Chair, St. Louis Section
Philanthropy Committee	Aaron Adams	Member-at-Large	April 2026 – June 2029	Initial	Public Affairs and Outreach Council Member
Philanthropy Committee	Eurydice Kanimba	Member-at-Large	April 2026 – June 2029	Initial	Multiple ASME Foundation Scholarships Recipient
Philanthropy Committee	Neil Wilmshurst	Member-at-Large	April 2026 – June 2029	Initial	ASME Foundation Executive Committee Member
Section Engagement Council	Jennifer Atchison	Vice Chair – Student Sections	July 2026 – June 2028	Reappointment	Drexel University Advisor
Section Engagement Council	Jaime Sotomayor	Vice Chair – Professional Sections	July 2026 – June 2027	Reappointment	Peru Section Chair
Section Engagement Council	Dilshad Sulaiman	Member-at-Large	April 2026 – June 2027	Initial	India Section Chair

Standards and Certification Council	James McIntyre	Member-at-Large	July 2026 – June 2029	Initial	Board on Nuclear, Clean Energy, Power, and Facilities Codes and Standards Member
Standards and Certification Council	Joseph Michalowicz	Member-at-Large	July 2026 – June 2029	Initial	Y14 Executive Advisory Planning Team Chair

APRIL 2026 PROPOSED APPOINTMENT TO OUTSIDE ORGANIZATION

Outside Organization	Nominee	Appointment Position/Title	Appointment Term/Category	Appointment Type	History
Max Jakob Board of Award	Satwindar Sadhal	ASME Representative	April 2026 – June 2029	Initial	Heat Transfer Division Executive Committee



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	April 3, 2026
BOG Meeting Date:	April 20, 2026
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	Richard Marboe
Agenda Title:	Proposed Changes to By-Law B5.2.3 and B5.2.3.5

Agenda Item Executive Summary:

The Diversity, Equity and Inclusion Strategy Committee has requested changing its name to the Inclusion Strategy Committee in By-Laws B5.2.3 and B5.2.3.5 and to add the concept of “promoting access within ASME and mechanical engineering” in B5.2.3.5.

Proposed motion for BOG Action:

To adopt changes to By-Law B5.2.3 and B5.2.3.5.

Attachment(s):

Document attached

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

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

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

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

B5.2.2 The Board of Governors has established the following committees of the Board, each of which shall consist of three or more Governors and which shall report directly to the Board of Governors: Executive Committee, Committee on Finance and Investment, Audit Committee, and Committee on Executive Director/CEO Evaluation and Staff Compensation. Each committee of the Board shall have such power and authority as the Board of Governors shall specify in these By-Laws or a Board resolution and as permitted by law, except that no such committee shall have authority as to the following matters: (i) the submission to members of any action requiring members' approval under New York law or these By-Laws; (ii) the filling of vacancies in the Board or in any committee; (iii) the fixing of compensation of the Governors for serving on the Board or on any committee; (iv) the amendment or repeal of the By-Laws or the adoption of new By-Laws; (v) the amendment or repeal of any resolution of the Board which by its terms cannot be so amended or repealed; (vi) the election or removal of Governors and officers; (vii) the approval of a merger or plan of dissolution; (viii) the adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all of the Society's assets; (ix) the purchase, sale, mortgage or lease of real property of the Society if the property constitutes, or would constitute, all or substantially all of the assets of the Society; or (x) the approval of amendments to the Society's certificate of incorporation. The Board shall appoint, by majority vote at a meeting at which a quorum is present, the members of all Board committees, except for the Executive Committee, whose members must be appointed by a majority vote of the Entire Board of Governors. All committees of the Board shall consist exclusively of Governors; provided, however, that the Board or a committee of the Board may designate one or more members of the Society's management and/or other individuals to serve in an advisory capacity to such committee and who may attend and participate in meetings of the committee (if invited by the committee) but who shall not have the right to vote or deliberate on matters before the committee.

B5.2.2.1 The Executive Committee shall act on behalf of the Board of Governors between Board of Governors meetings, its authority limited to those matters specifically provided for in these By-Laws and specifically delegated to it, consistent with applicable law, by the Board of Governors from time to time. All such actions shall be ratified by the Board of Governors at its next scheduled meeting. The Executive Committee shall have

responsibility to accept grants, gifts or bequests in accordance with By-Law B4.4.4. The Executive Committee shall meet from time to time as deemed necessary by the Committee. The Executive Committee shall have responsibility for overseeing the Scholarship Committee and Old Guard Committee.

The President will serve as Chair of the Executive Committee. One Elected Governor from each class, who is selected by closed written ballot by the Board of Governors at the Board's first meeting of the fiscal year, shall constitute the remaining voting members of the Executive Committee. If a round of closed written balloting shall fail to produce a majority vote of those present and constituting a quorum in support of a Governor, the lowest vote-getter shall be removed from the ballot for one or more subsequent rounds of closed written balloting until a single candidate shall receive a majority vote of those present and constituting a quorum. If a round of closed written balloting shall produce a tie, the tie shall be broken by a drawing of straws by the tied candidates, and the candidate who draws the shorter or shortest straw shall be removed from the ballot for one or more subsequent rounds of closed written balloting until a single candidate shall receive a majority vote of those present and constituting a quorum. The Executive Director/CEO is a non-voting member of the Executive Committee.

B5.2.2.2 The Committee on Finance and Investment, under the direction of the Board of Governors, shall have responsibility for oversight of the financial and investment affairs of the Society, including: (1) reviewing and recommending for Board approval policies related to the Society's financial condition, budget, investments, and reserves; (2) reviewing regular financial reports from management to assess the financial status of the Society; (3) reviewing and monitoring annual operating budgets for the current fiscal year, and recommending an annual operating budget to the Board of Governors for approval for the following fiscal year; (4) overseeing the administration of the Society's real property; (5) overseeing the investment of monies, securities and other assets of the Society, with the authority to invest and re-invest the same, in accordance with the Investment Policy of the Society; and (6) reviewing and recommending for board approval significant capital expenditures and asset acquisitions and dispositions. In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities with access to the books and records of the Society. Subject to the direction of the Board of Governors, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to the management of the Society's investments in accordance with the Investment Policy of the Society.

The Committee on Finance and Investment shall consist of at least three Elected Governors annually selected by the Board of Governors. Such Governors shall be selected by the Board of Governors at the first meeting of the fiscal year and shall consist 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 of the Committee shall be appointed by the Board from among the Committee members and shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by the Board or the Committee. The Treasurer, Assistant Treasurer and Chief Financial Officer may participate in meetings of the Committee on Finance and Investment at the request of the Chair of the Committee but shall not be counted towards the presence of a quorum and shall not have the right to vote on any matter before the Committee.

B5.2.2.3 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 Society's accounting and financial reporting processes.

The Audit Committee shall consist of three Elected Governors (serving staggered terms on the Board). 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, Assistant Treasurer and Chief Financial Officer may participate in meetings of the Audit Committee at the request of the Chair of the Committee but shall not be counted towards the presence of a quorum and shall not have the right to vote on any matter before the Committee. The Audit Committee shall meet in executive session, including with the independent auditor, as the Audit Committee deems necessary or appropriate. The President shall nominate an incoming first-year Elected Governor for appointment by the Board. Audit Committee members shall serve a three-year term unless their term on the Board of Governors expires earlier than three years.

- B5.2.2.4 The Committee on Executive Director/CEO Evaluation and Staff Compensation, under the direction of the Board of Governors, shall have responsibility for making recommendations to the Board regarding the Executive Director/CEO's performance planning and evaluation and for making recommendations to the Board regarding the Executive Director/CEO's compensation, including salary and bonus recommendations.

The Committee shall also have the responsibility to advise the Board of Governors on activities of the Society's staff regarding staff compensation, including bonus programs; and staff and retiree benefit programs. The Committee will also be responsible for staff related Society Policies P-7.1, (Recognition of Staff Members - Years of Service) and P-7.2, (Staff Employment Guidelines).

In addition, the Committee has oversight responsibilities for the Retirement Plan Committee.

The Committee on Executive Director/CEO Evaluation and Staff Compensation shall consist of the President, and three Elected Governors (serving staggered terms on the Board). The President shall nominate an incoming first year Elected Governor for appointment by the Board. The Chair of the Committee shall be the senior Governor, and the Vice Chair shall be the second-most senior Governor. The Elected Governors shall serve a three-year term unless their term on the Board of Governors expires earlier than three years.

- B5.2.3 The Board of Governors has established the following "committees of the corporation" in accordance with Section 712(e) of the New York Not-for-Profit Corporation Law to carry out such advisory functions as the Board shall specify in these By-Laws or a Board resolution and as permitted by law: Committee on Organization and Rules, Committee of Past

Presidents, Philanthropy Committee, ~~Diversity, Equity and~~ Inclusion Strategy Committee, Industry Advisory Board, Volunteer Orientation and Leadership Training Academy, History and Heritage Committee, Committee on Sustainability, Committee on Honors, Scholarship Committee and Old Guard Committee. Each committee of the corporation shall maintain its own operation guide as prescribed by Society Policy or by the Board of Governors. The Board of Governors shall designate the members of each committee of the corporation. The members of a committee of the corporation need not be Governors or officers of the Society. A committee of the corporation will not have the authority to bind the Board of Governors or the Society.

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

B5.2.3.2 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. The Committee of Past Presidents shall select its own Chair and Vice Chair. Its membership shall consist of all living Past Presidents, unless the Board of Governors, Executive Committee or Ethics Committee makes a finding that results in the censure, expulsion, suspension or other disciplinary action of a Past President involving the following conduct:

- (a) violation or attempted violation of the Society Policies with respect to Ethics, Code of Conduct or Discrimination and Discriminatory Harassment, knowingly assisting or inducing another to violate or attempt to violate the Society Policies with respect to Ethics, Code of Conduct, or Discrimination and Discriminatory Harassment, or doing so through the acts of another;
- (b) illegal conduct that adversely reflects on the Past President's honesty, trustworthiness or fitness to serve ASME in a position of trust;
- (c) conduct involving breach of fiduciary duty, dishonesty, fraud, deceit or misrepresentation; or
- (d) other conduct that is or reasonably could be harmful to the reputation and administration of the Society.

Disciplinary action for conduct described in B5.2.3.2 (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.

B5.2.3.3 The Committee on Sustainability, under the direction of the Board of Governors, shall have responsibility for recommending to the Board of Governors a climate and sustainability strategy for the Society. The Committee on Sustainability shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President may select a Governor to serve as Liaison to the Board during their Presidential term.

B5.2.3.4 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. The Philanthropy Committee shall select its own Chair and Vice Chair. The ASME Executive Director/CEO, the ASME Managing Director of Philanthropy and the ASME Managing Director of Programs shall be ex officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President may select a Governor to serve as Liaison to the Committee during their Presidential term.

- B5.2.3.5 The ~~Diversity, Equity and~~ Inclusion Strategy Committee, under the direction of the Board of Governors, shall have responsibility for providing insight and advice into promoting ~~diversity, equity and~~ inclusion and access within ASME and mechanical engineering. The ~~Diversity, Equity and~~ Inclusion Strategy Committee shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President may select a Governor to serve as Liaison to the Committee during their Presidential term.
- B5.2.3.6 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. The Industry Advisory Board shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President may select a Governor to serve as Liaison to the Board during their Presidential term.
- B5.2.3.7 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. The Volunteer Orientation and Leadership Training Academy shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President may select a Governor to serve as Liaison to the Academy during their Presidential term.
- B5.2.3.8 The History and Heritage Committee, under the direction of the Board of Governors, shall have responsibility for the Historic Mechanical Engineering Landmark Program, maintaining records of notable mechanical engineering achievements and personalities, and other history and heritage activities within ASME and mechanical engineering. The History and Heritage Committee shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President may select a Governor to serve as Liaison to the Board during their Presidential term.
- B5.2.3.9 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. The Committee on Honors shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The Chair of the General Awards Committee shall be an ex officio member with vote. The President may select a Governor to serve as Liaison to the Committee during their Presidential term. 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. 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.

- B5.2.3.10 The Scholarship Committee, under the direction of the Executive Committee, shall have responsibility for selecting recipients of ASME scholarships, approving the establishment of new scholarships, and other activities related to ASME scholarships. The Scholarship Committee shall consist of a Chair, a Vice Chair, and a membership as determined by the Executive Committee.
- B5.2.3.11 The Old Guard Committee, under the direction of the Executive Committee, shall have responsibility for administration of its competitions and awards. The Old Guard Committee shall consist of a Chair, a Vice Chair, and a membership as determined by the Executive Committee.
- B5.2.4 The Retirement Plan Committee, under the direction of the Committee on Executive Director/CEO Evaluation and Staff Compensation, shall have responsibility, as specified in the ASME Thrift Plan, the ASME Defined Contribution (DC) Plan, the ASME 457(b) Plan, and the ASME 401(k) Plan documents, including to act as Plan Administrator and Named Fiduciary for such plans and assume such responsibilities as developing investment policy statements, selecting and monitoring investment choices, benchmarking Plan administration expenses and investment plan administrators performance and selecting, appointing and retaining plan investment, governance and plan administration compliance advisors, as well as having the power to make ministerial and technically required plan amendments.

The Retirement Plan Committee shall consist of four members: two members of the Executive Team, the Chief Human Resources Officer and one Volunteer member selected by the EDESC. The three staff members will be nominated by the Executive Director/CEO and appointed at the discretion of the EDESC.

The ASME Staff members of the Committee may be members with vote for as long as they hold the positions described in this By-Law B5.2.4.



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	April 3, 2026
BOG Meeting Date:	April 20, 2026
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	Richard Marboe
Agenda Title:	Changes to Society Policies P-2.13, P-4.4, P-4.12, and P-15.11

Agenda Item Executive Summary:

The Diversity, Equity and Inclusion Strategy Committee has requested changes to Society Policies P-2.13, P-4.4, P-4.12, and P-15.11.

Proposed motion for BOG Action:

To approve changes to Society Policies P-2.13, P-4.4, P-4.12 and P-15.11.

Attachment(s): Society Policy changes.



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SOCIETY POLICY P-2.13

GRANTS, DONATIONS, GIFTS AND SPONSORSHIPS BY GROUPS

I. PREFACE

Constitution Article C2.1.1 states in part that the purposes of ASME are to “Promote the art, science and practice of mechanical and multidisciplinary engineering and allied sciences to diverse communities throughout the world” and “To broaden the usefulness of the engineering profession in cooperation with other engineering and technical societies.”

II. PURPOSE

This Policy is established to provide ASME Groups, specifically Technical Divisions and Professional Sections, with specific criteria when considering providing financial Grants, Donations, Gifts and Sponsorships to other ASME units or outside professional organizations using Segregated Funds. This Policy specifies the types of projects eligible for financial support, the types of organizations eligible to receive this support and the internal approval process required prior to granting the request.

III. POLICY

Grants, Donations, Gifts and Sponsorships to other ASME units or outside professional organizations should increase ASME’s impact in fulfilling its purpose to engage in the dissemination of knowledge, technical standards, research, education, professional standards, usefulness of the profession and ethical practice.

IV. DEFINITION AND SCOPE

A. Projects Eligible for Support

1. Activities that clearly support the vision and mission of ASME, as established by the Board of Governors (BOG).
2. Activities that are clearly aligned with the ASME Strategy, as established by the BOG.
3. ASME Foundation-sponsored and approved activities, such as the ASME INSPIRE STEM education program.
4. Activities that promote ~~Diversity & Inclusion~~ in engineering practice.
5. Technical literacy programs which may include STEM, K-12, Robotics, Job Fairs, and sponsorships to inspire students to enter the Group's specific area of study.
6. Career planning and skill development activities which may include management skills development and continuing professional engineering education. These may include vocational training, job fairs, local online and video educational courses or support to local ASME Student Sections.
7. Research and Development activities that provide direct support and input to the donor Group's activities, is important to the rational development of technology-based public policy or provides unbiased technical advice to governments at all levels.

B. Eligible Recipient Organizations:

1. U.S. organizations that have current 501(c)3 status, as determined by the Internal Revenue Service, that align with and amplify ASME's purpose. This category excludes national organizations such as the American Cancer Society, American Heart Association, United Way, etc.
2. International organizations with current 501(c)(3) status, if they align with and amplify ASME's purpose.
3. An Educational institution where the grant will support one of the eligible projects identified above.
4. The ASME Foundation.
5. Professional organization foundations working collaboratively with the donor Group to achieve one or more objectives identified above.
6. Local non-profit community outreach organizations supporting the technical literacy or skill development programs identified above.

C. Not Eligible for Funding

1. Individuals
2. Groups that do not have 501(c)(3) status (e.g. international organizations not filing with the IRS as Section 501(c)(3)'s).
3. Organized religions or groups with religious affiliations.
4. Politicians, political action committees, or legislative-advocacy groups.
5. Annual Fund drives.
6. Organizations that advocate or engage in acts of violence, terrorism, or hate crimes, or oppose inclusiondiversity, or unlawful discrimination of any kind.
7. Any award, scholarship, or project named after an individual. Please refer to ASME Society Policy P-2.7 for additional information on naming procedures.

D. Amount Limits

Groups may award up to a maximum of 5%, but not less than \$500, of their prior year segregated account balance for philanthropic purposes. This amount counts towards a Group's maximum 20% annual spend limit set by the Committee on Finance. Support of ASME programs and the ASME Foundation are exempt from these limitations.

V. PROCEDURE

- A. A request for approval of the activity and grant is submitted through the unit's staff contact.
- B. Eligible projects are not expected to be net revenue producers. Projects eligible for consideration should provide a benefit to ASME and the field of Mechanical Engineering.
- C. The request should include a detailed Concept of the proposed project describing the activity, proposed funding, relationship to the "Projects Eligible for Support", specific measurable objective, and the overall long-term benefit to ASME.
- D. Recipient organizations must submit proof of Section 501(c)(3) status and compliance.

- E. Groups submitting requests must provide evaluation criteria on how applications/proposals were vetted and selected for possible funding. Peer group review and evaluations from other like Groups are encouraged.
- F. Project requests that clearly fall within the scope of this policy will be approved and returned to the submitting Group for implementation.
- G. Project requests that require further review will be forwarded to the appropriate Sector for review and comment and then sent to the Philanthropy Committee for final review and action. During this review process, the submitting Group may be required to provide additional detail necessary for the reviewing Sector to fully understand the project.
- H. Reporting: For grants over \$2,000 the recipient organization must:
 - 1. Enter into a Grant Agreement with ASME accepting restrictions on what the grant funding can be spent on
 - 2. Submit a narrative report of activities that took place, impact achieved, and a financial spreadsheet showing specifically how the ASME funds were spent.
- I. Not Covered by this Policy: The granting of Scholarships and Award Honoraria are not covered by this policy as they are regulated by other ASME policies and guidelines.

Responsibility: Philanthropy Committee

Adopted: June 5, 2019

Revised: June 15, 2020

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 Officers and Governors and Requirements of Service, covers the positions of Officers and Governors.
- E. Society Policy P-15.11, ~~Diversity and Culture of~~ Inclusion, states in part, "ASME shall dedicate time and resources to ensure the active participation as well as leadership opportunities ~~for~~ talented individuals from all segments of society."
- F. By-Law B5.2.4.1 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 ..."
- G. Constitution Article C4.1.1 states in part, "In the discretion of the Board of Governors, up to two members-at-large, who need not be members of the Society, each appointed by the vote of a majority of the Entire Board of Governors (each, an "Appointed Governor") upon their determination that the size of the Board of Governors may be fixed at thirteen or fourteen, as the case may be, to include a seat for the proposed appointee and that the proposed appointee has demonstrated substantial philanthropic support of the Society's mission and sustained engagement with the field of engineering."

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 they are serving.
 2. Governors shall not serve as a member of any other unit except as specified in the By-Laws.
- B. Committees of the corporation and committees of the Board
 1. Committee on Organization and Rules, Committee on Honors, History and Heritage Committee, Committee on Sustainability, ~~Diversity, Equity and~~ Inclusion Strategy Committee, Volunteer Orientation and Leadership Training Academy, Committee on Sustainability, Scholarship Committee and Old Guard Committee.
 - 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 committee of the corporation at the same time unless service on one or both of them is in an ex-officio capacity. An individual may serve on two committees of the corporation at the same time if recommended by the Committee on Organization and Rules and approved by the Board of Governors if documentation is provided addressing any potential conflicts of interest for serving on the two committees.
 2. Audit Committee, Committee on Executive Director/CEO Evaluation and Staff Compensation, Committee on Finance and Investment and Executive Committee
 - a. Members of the Audit Committee, Committee on Executive Director/CEO Evaluation and Staff Compensation Committee on Finance

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and Investment, and Executive Committee shall be appointed as specified in By-Laws B5.2.2.1, B5.2.2.2, B5.2.2.3 and B5.2.2.4 .

- b. The President is an ex officio member of the Committee on Executive Director/CEO Evaluation and Staff Compensation and the Executive Committee with vote.

3. Committee of Past Presidents

Membership is for lifetime unless a Past President becomes ineligible according to By-Law B5.2.3.2.

4. Philanthropy Committee

The Philanthropy Committee members are permitted to serve on one additional committee of the corporation. 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.

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 committee of the corporation.

6. The Operation Guides of all committees of the corporation shall contain a specific leadership succession plan.

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

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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 ASME units shall be members of ASME.

However, exceptions are permissible in those cases where non-members may be needed to serve on an ASME unit 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 and documented in the nomination form or unit meeting minutes.

2. Appointed Governors are not required to be members of ASME.

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:
 - 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 members of sector councils except for the position of senior vice president and chairs of the sector committees.
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 their 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), P-15.9 (Policy Against Discrimination (Including Discriminatory Harassment – Members), P-15.14 (Code of Conduct) 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.

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Responsibility: Committee on Organization and Rules

Adopted: May 9, 1968

Revised: June 16-17, 1970
June 18, 1975
April 28, 1978
December 1, 1978
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
January 22, 2020
April 19, 2022
January 31, 2023
June 6, 2023
June 6, 2025

SOCIETY POLICY

OPERATION GUIDES

I. PREFACE

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

II. PURPOSE

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

III. POLICY

Each unit of ASME is to have an operation guide.

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

IV. PROCEDURE

A. Contents

1. The guide shall list the responsibilities of the unit, including those assigned by the ASME Constitution and By-Laws, the Society Policies, and any that are assigned by the Board of Governors.
2. The guide shall include an organization section defining the composition of the unit and the terms of the members and listing the leadership and their terms.
3. The guide shall include an operations section listing the operating procedures and the meetings.
4. The guide shall include budgeting procedures, fiscal responsibilities and reporting procedures where applicable and in conformity with Fiscal Policies of the society as stated in Society Policy P-2.9.
5. The guide shall include vision and/or mission statements or other statements of purpose or direction of the unit.
6. The guide shall include procedures for nominating the members of the unit. The guide shall define members of the nominating committee for their unit. In addition, each guide will list positions, including the qualifications (e.g.,

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knowledge and skills) necessary for such positions, and the terms of the positions required.

7. The guides for the sectors shall include procedures for nominations for appointments that are delegated to the sectors.
8. 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. Therefore, the guide shall include a reference to Society Policy P-15.11.

B. Review and Maintenance

1. For units reporting to the Board of Governors an up-to-date copy of the operation guide shall be provided to the Committee on Organization and Rules for review and to provide a single location and source for these guides. This review should occur at least every three years, or when changes take place.
2. The Committee on Organization and Rules Operation Guide shall be provided to the Audit Committee for review. This review should occur at least every three years, or when changes take place.
3. For units reporting to sectors an up-to-date copy of the operation guide shall be provided to and maintained within each sector as determined by each sector.

Responsibility: Committee on Organization and Rules

Adopted: June 11, 1987

Reaffirmed: November 19, 1998

Revised: (editorial changes 8/88)
(editorial changes 5/89)
June 22, 1989
September 13, 1990
September 17, 1992
(editorial changes 3/01)
June 7, 2001
June 1, 2005
(editorial changes 1/14)
(editorial changes 1/20/15)
April 20, 2018
June 3, 2018
April 19, 2022



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SOCIETY POLICY

~~DIVERSITY, EQUITY AND INCLUSION~~ CULTURE OF INCLUSION

I. PREFACE

- A. By-Law B5.2.~~3.544.4~~ states in part, "The ~~Diversity, Equity, and~~ Inclusion Strategy Committee, under the direction of the Board of Governors, shall provide insight and advice into promoting ~~diversity, equity and~~ inclusion and access within ASME and mechanical engineering."
- B. Society Policy P-4.1, Agreements of Cooperation and Affiliation between ASME and Other Organizations Based Outside the United States, states, "the agreement must ensure that all ASME members are treated alike, independent of their "protected classes" listed in Society Policy P-15.9 Section I.A" and "The agreement shall endorse the principle of unrestricted participation of citizens of all nations at international conferences. -ASME may decline to participate in an international meeting if it considers any restrictions on the attendance of participants as too inhibiting."
- C. Society Policy P-4.3, Qualifications of ASME Elected Officers and Requirements of Office, states that selection of ASME officers is based on the candidates' qualifications and abilities.
- D. Society Policy P-4.4, Appointment of ASME Volunteer Personnel to Non-Elected Positions, states that recruitment, selection, nomination, and appointment decisions are based on the candidates' qualifications and abilities.
- E. Society Policy P-4.14, Society-wide Affiliations between ASME and Other Societies and Organizations, states "The affiliation document shall include the following provisions: All ASME members shall be treated alike, independent of their "protected classes" listed in Society Policy P-15.9 Section I.A."
- F. Society Policy P-4.16, Selection, Nomination and Appointment of Senior Vice Presidents, states that the selection of ASME Senior Vice Presidents is based on the candidates' qualifications and abilities.
- G. Society Policy P-12.1, Business Practices of Conferences and Events, states, "conducting, permitting, or participating in an exposition, or other similar activity, the Society shall require high ethical standards by those with whom it is associated, and shall not permit practices to be conducted that are inimical or contrary to the aims and objectives of the Society."

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- H. Society Policy P-15.9, Policy Against Discrimination (Including Discriminatory Harassment) – Members, states that discrimination based on the “protected classes” shown in its Section I.A shall not be tolerated.
- I. ASME is committed to being an inclusive—diverse, equitable, and inclusive membership organization where all people can thrive.
- J. The continued success and growth of ASME depends on a talented, well-motivated volunteer leadership drawn from diverse—a broad range of backgrounds.

II. PURPOSE

- A. This policy is intended to establish a framework that reflects the Society’s commitment to ensuring that engineers from all backgrounds have opportunities to excel and make meaningful contributions. ~~a diverse, equitable, and inclusive membership as defined below.~~
- B. This policy is intended to direct ASME units to raise awareness and gain an understanding of diversity, equity, and inclusion, access, and perspectives of all members as outlined in Section III.
- C. This policy is intended to direct ASME units to ensure that all voices are valued in their decision making ~~addresses diversity, equity, and inclusion as outlined in Section III.~~
- D. This policy is intended to direct ASME units to endeavor to provide equitable access to ~~all of~~ ASME’s resources, according to the definitions as outlined in Section VIII.

III. POLICY

ASME is committed to making its leaders, members, stakeholders, suppliers and service providers aware of ASME Core Values ~~on diversity, equity, and inclusion.~~ This will be accomplished through training, written and verbal communications and explicit statements, as appropriate. ~~ASME will endeavor to provide for equitable~~ access in all its agreements, programs, and activities and to enter into contracts and agreements that are consistent with ASME’s goal of creating an inclusive environment culture for where all everyone can engage productively. ~~members.~~

IV. PROCEDURE

ASME shall dedicate time and resources to ensure the active participation as well as leadership opportunities ~~of for~~ talented individuals from all segments of society. ~~ASME-~~sponsored events and practices shall enable inclusion, equitable access, diversity—a broad range of perspectives, innovation, and sustainable achievement. ASME units shall design product offerings and services with an understanding of the preferences and needs of its diverse members and customers. ~~ASME suppliers and service providers shall be aware of and demonstrate respect for the ASME Core Values.~~

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~~ASME shall encourage its Sectors and units to discuss policies that reflect and embrace diversity, equity, and inclusion.~~

~~ASME shall treat every individual with dignity and respect and ensure impartial treatment, access, opportunity, and advancement for all. develop specific policies intended to increase equitable access during different types of events, programs, and activities that do not currently meet ASME's definition of equitable access.~~

~~ASME shall encourage its Sectors and units to discuss policies that reflect and support a culture of inclusion where all voices are valued.~~

V. CORE VALUES

In performing its mission, ASME adheres to these Core Values. -The ASME Core Values are intended to guide leadership and membership towards conscious behavior, and are important to upholding and maintaining the integrity of the profession as described in this Policy.

ASME Core Values:

- Embrace integrity and ethical conduct
- ~~Embrace Advance diversity inclusion and access, and with~~ respect ~~for~~ the dignity and culture of all people
- Nurture and treasure the environment and our natural and ~~man-made~~manufactured resources
- Facilitate the development, dissemination and application of engineering knowledge
- Promote the benefits of continuing education and of engineering education
- Respect and document engineering history while continually embracing change
- Promote the technical and societal contribution of engineers

VI. ASME SUPPORTS THE FOLLOWING DEFINITIONS

~~A. Protected Classes: A. Diversity is "the ways in which we differ as individuals or organizations, and the commonalities and similarities that justify and motivate all people and entities to work collaboratively together in order to achieve mutually beneficial outcomes." Diversity encompasses ASME recognizes the "protected classes" listed in Society Policy P-15.9 Section I.A.~~

~~A. Diversity of Experience (including personal and professional experiences, family and lifestyle backgrounds, and socioeconomic backgrounds), Diversity of Thought (including work styles, personality types, and skill sets), and Diversity of Demographic Groups (including the "protected classes" listed in Society Policy P-15.9 Section I.A.) Diversity that is recognized, valued and most importantly, strategically managed within and without an organization can drive successful outcomes and business results.~~

~~B. Inclusive Organizational Culture: Ensures a welcoming, encouraging, and respectful environment where all people can participate in a meaningful way, and where all voices are~~

P-15.11
4/24

valued including the range of personal and professional experiences, family and lifestyle backgrounds, work styles, personality types, and skill sets.

~~C. B. Equity is ensuring fair and impartial Impartial Treatment;~~ Allows access, opportunity, and advancement for all people, taking into account disparate needs, conditions, and abilities.

- ~~• Equity takes into account disparate needs, conditions, and abilities, with particular attention to historically underserved and underrepresented groups. Achieving equity requires the identification and elimination of barriers to full participation and the correction of imbalances that disadvantage some groups.~~

~~B.D.~~ Access is defined as providing required resources to all people. These resources include physical facilities, methods of communication or communication channels, and other institutional structures within ASME. Access specifically includes the following: reasonable accommodations for people with disabilities, respectful and dignified access to restrooms consistent with a person's gender identity, and consideration of the needs of non-English speakers when designing policies or events.

~~C.—~~
~~Inclusion is creation of opportunities and the elimination of barriers to allow all people to participate in and contribute to ideation, planning, projects, programs, processes, teams, organizations, social activities, fun or any other meaningful opportunity, that helps achieve successful outcomes.~~

~~D.— Strategic Diversity is the effective deployment of strategies that leverage the strengths of all people and/or of an organization in order to operate successfully within a diverse marketplace or within a uniquely different society, institution, partnership or similar entity.~~

~~E.— Managing Diversity is the ability to effectively inspire and enable all people to~~

- ~~1) align to a common vision~~
- ~~2) communicate effectively and assure understanding~~
- ~~3) know and accept what is of value to others~~
- ~~4) leverage the strengths of others and trust their commitment to deliver as—
—agreed, and~~
- ~~5) appropriately recognize and celebrate successes often.—~~

~~F.— Equitable Access is defined as providing the same (or otherwise equitable) resources to all people, particularly those with diverse identities. These resources include physical facilities, methods of communication or communication channels, other institutional structures within ASME, and others.— Equitable access specifically includes the following: reasonable accommodations for people with disabilities, respectful and dignified access to restrooms consistent with a person's gender identity, and consideration of the needs of non-English speakers when designing policies or events.~~

Responsibility: ~~Diversity and~~ Inclusion Strategy Committee

P-15.11
4/24

Reassigned from Centers Board of Directors/Center on Leadership and Diversity 6/2012

Reassigned from Council on Public Affairs/Board on Diversity and Outreach 6/12/05

Adopted: June 14, 1995

Revised: September 12, 1999
June 12, 2005
April 23, 2009
(Unit Reassignment Due to Reorganization 6/2012)
February 9, 2018
April 14, 2021
(editorial changes April 17, 2024)



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	April 7, 2026
BOG Meeting Date:	April 20, 2026
To:	Board of Governors
From:	William Garofalo, Chief Financial Officer
Presented by:	William Garofalo and Bill Lowery
Agenda Title:	FY26 YTD Financial Report

Agenda Item Executive Summary:

A FY26 YTD financial report will be provided.

Proposed motion for BOG Action:

None

Attachment(s):

None



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

Date Submitted:	April 8, 2026
BOG Meeting Date:	April 20, 2026
To:	Board of Governors
From:	Lester Su, President
Presented by:	Lester Su
Agenda Title:	Code of Ethics and AI

Agenda Item Executive Summary:

President Lester Su will provide some additional perspective to possibly adding Artificial Intelligence (AI) to the Code of Ethics.

Proposed motion for BOG Action: none

Attachment(s): Society Policy on Ethics – Implications of AI, Part 3

Discussion of Society Policy on Ethics – implications of AI, etc. – part 3 4/20/2026

We introduced the discussion of the Society’s Policy on Ethics as it relates to developments in AI in our 1/22/2026 closed session, and we pursued it further in our information session on 3/18/2026. This discussion responds to the general sense within the larger technical enterprise that generative AI and agentic AI, for example, represent qualitative advances that challenge established notions of appropriate conduct in engineering work. Our task is to determine if there’s anything that the Board wants to say about AI and its use that could be expressed in a position statement, and further, if we want to propose any changes to our Policy on Ethics (which would have to be executed by our Ethics Committee, which sits under the Committee of Past Presidents).

We discussed some of the implications of, and questions that arise with, the use of contemporary AI tools, some of which are familiar:

- A. Is it sufficient for an engineer to disclose the use of AI tools to generate original content, or should such use be forbidden or constrained? In this context, do we need to make a distinction between textual or technical content?
- B. It’s possible to view AI as a tool for increasing the productivity of an individual engineer, so, viewed that way, the availability of AI tools to an engineer is something like having employees who work under you. Do we then want to say something about accepting responsibility for the work product generated by AI tools, in the way that a boss might be expected to take responsibility for the work of his/her direct employees? Does this analogy break down because employees have human agency, while AI does not?
- C. While much attention focuses on the presumed dangers of AI, the optimistic view is that AI will enable “better” engineering. How can we convey this optimism?
- D. Associated with the above, would it be reasonable to say that an engineer should strive to be competent with the best available tools, and that this might include AI tools? (For example, doctors are obligated by the AMA code of ethics to stay current.)
- E. Continuing this education theme: The IEEE Code of Ethics states that IEEE members agree “to improve the understanding by individuals and society of the capabilities and societal implications of conventional and emerging technologies, including intelligent systems”. While this is somewhat broad, might we want to say something similar about AI? I like that the IEEE statement conveys that idea that engineers have thought about the implications and want to be open about them.

The questions that we want to discuss and resolve today:

1. What are some of the issues related to AI and its use that might be worth commenting on as a Society? Do any of these issues rise to the level of ethical concerns?
2. Do we, as a Board, want to issue a formal statement on AI use? What specific points would we want to make in that statement?
3. Do we want to propose an addition to the Society's Policy on Ethics, which we would forward to the Ethics Committee? What specific issues would such an addition address?



P-15.7
10/21

SOCIETY POLICY

ETHICS

ASME requires ethical practice by each of its members and has adopted the following Code of Ethics of Engineers as referenced in the ASME By-Law B2.1.

CODE OF ETHICS OF ENGINEERS

The Fundamental Principles

Engineers uphold and advance the integrity, honor, and dignity of the engineering profession by:

- I. using their knowledge and skill for the enhancement of human welfare;
- II. being honest and impartial, and serving with fidelity their clients (including their employers) and the public; and
- III. striving to increase the competence and prestige of the engineering profession.

The Fundamental Canons

1. Engineers shall hold paramount the safety, health, and welfare of the public in the performance of their professional duties.
2. Engineers shall perform services only in the areas of their competence; they shall build their professional reputation on the merit of their services and shall not compete unfairly with others.
3. Engineers shall continue their professional development throughout their careers and shall provide opportunities for the professional and ethical development of those engineers under their supervision.
4. Engineers shall act in professional matters for each employer or client as faithful agents or trustees and shall avoid conflicts of interest or the appearance of conflicts of interest.
5. Engineers shall respect the proprietary information and intellectual property rights of others, including charitable organizations and professional societies in the engineering field.
6. Engineers shall associate only with reputable persons or organizations.

7. Engineers shall issue public statements only in an objective and truthful manner and shall avoid any conduct which brings discredit upon the profession.
8. Engineers shall consider environmental impact and sustainable development in the performance of their professional duties.
9. Engineers shall not seek ethical sanction against another engineer unless there is good reason to do so under the relevant codes, policies and procedures governing that engineer's ethical conduct.
10. Engineers who are members of the Society shall abide by the Constitution, By-Laws, and Policies of the Society, and they shall disclose knowledge of any matter involving another member's alleged violation of the Policies of the Society in a prompt, complete and truthful manner to either the Executive Director/CEO or any member of the Executive Committee of the Board of Governors or ASME Human Resources who shall promptly notify the full Executive Committee. The Executive Committee shall initially determine whether the alleged conduct shall be addressed through this Policy or Policy 15.4 "Ethical Conduct Violation Procedures" or Policy 15.8 "Conflicts of Interest" or Policy 15.9 "Policy Against Discrimination (Including Discriminatory Harassment) – Members" or Policy 15.14 "Code of Conduct." There may be situations where actions are taken pursuant to one or more Society Policies.

The Ethics Committee maintains an archive of interpretations to the ASME Code of Ethics (P-15.7). These interpretations shall serve as guidance to the user of the ASME Code of Ethics and are available on the Committee's website or upon request.

Responsibility: Committee of Past Presidents/Ethics Committee

 Reassigned from Centers Board of Directors/Center for Career and Professional Advancement/Committee on Ethical Standards and Review

 Reassigned from Centers Board of Directors/Center for Professional Development, Practice and Ethics/Committee on Ethical Standards and Review 4/23/09

 Reassigned from Council and Member Affairs/Board on Professional Practice & Ethics 6/1/05

Adopted: March 7, 1976

Revised: December 9, 1976
 December 7, 1979
 November 19, 1982
 June 15, 1984
 (editorial changes 7/84)
 June 16, 1988
 September 12, 1991
 September 11, 1994
 June 10, 1998
 September 21, 2002

September 13, 2003
(editorial changes 6/1/05)
November 5, 2006
(editorial changes to the responsible unit 4/09)
(Unit Realignment Due to Reorganization 2/12)
October 6, 2021

IEEE Code of Ethics

We, the members of the IEEE, in recognition of the importance of our technologies in affecting the quality of life throughout the world, and in accepting a personal obligation to our profession, its members, and the communities we serve, do hereby commit ourselves to the highest ethical and professional conduct and agree:

I. To uphold the highest standards of integrity, responsible behavior, and ethical conduct in professional activities.

1. to hold paramount, the safety, health, and welfare of the public, to strive to comply with ethical design and sustainable development practices, to protect the privacy of others, and to disclose promptly factors that might endanger the public or the environment;
2. to improve the understanding by individuals and society of the capabilities and societal implications of conventional and emerging technologies, including intelligent systems;
3. to avoid real or perceived conflicts of interest whenever possible, and to disclose them to affected parties when they do exist;
4. to avoid unlawful conduct in professional activities, and to reject bribery in all its forms;
5. to seek, accept, and offer honest criticism of technical work, to acknowledge and correct errors, to be honest, and realistic in stating claims or estimates based on available data, and to credit properly the contributions of others;
6. to maintain and improve our technical competence and to undertake technological tasks for others only if qualified by training or experience, or after full disclosure of pertinent limitations;

II. To treat all persons fairly and with respect, to avoid harassment or discrimination, and to avoid injuring others.

7. to treat all persons fairly and with respect, and to not engage in discrimination based on characteristics such as race, religion, gender, disability, age, national origin, sexual orientation, gender identity, or gender expression;
8. to not engage in harassment of any kind, including sexual harassment or bullying behavior;
9. to avoid injuring others, their property, reputation, or employment by false or malicious actions, rumors, or any other verbal or physical abuses;

III. To strive to ensure this code is upheld by colleagues and co-workers.

10. to support colleagues and co-workers in following this code of ethics, to strive to ensure the code is upheld, and to not retaliate against individuals reporting a violation.

***Adopted by the
IEEE Board of Directors
June 2020***



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	4/6/26
BOG Meeting Date:	4/20/26 – Open Session
To:	Board of Governors
From:	Jeff Patterson, Chief Operating Officer
Presented by:	Jeff Patterson
Agenda Title:	Item 2.3 FY26 Enterprise Goals Update Through Q3

Agenda Item Executive Summary:

Jeff Patterson will present an update on progress through Q3 on each of the FY26 Enterprise Goals.

Proposed Motion for BOG Action: None

Attachment(s): None



Board of Governors Meeting Agenda Item Cover Memo

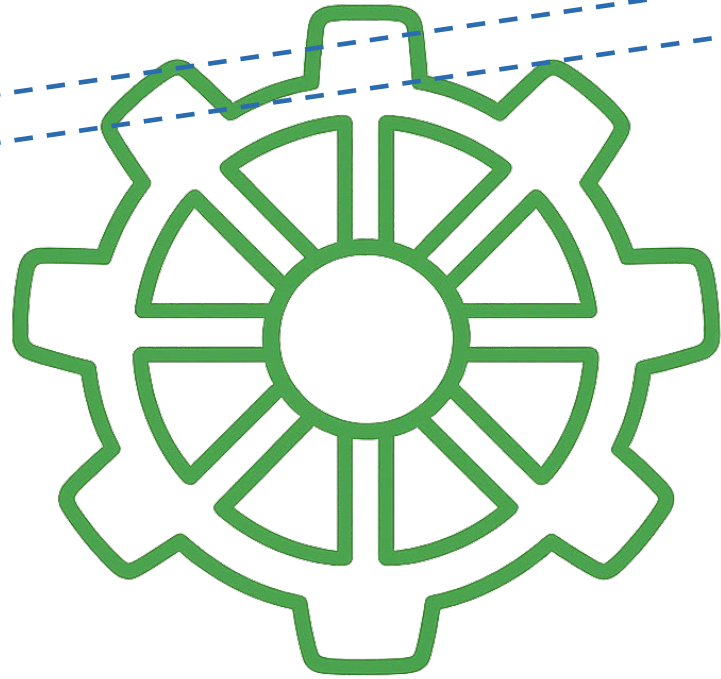
Date Submitted:	April 8 2026
BOG Meeting Date:	April 20, 2026
To:	Board of Governors
From:	Stephanie Viola, Managing Director, Programs and Philanthropy Rebecca Lakhani, Director, Corporate and Foundation Partnerships
Presented by:	Rebecca Lakhani and Dolores Rosado
Agenda Title:	ASME Museum Concept

Agenda Item Executive Summary:

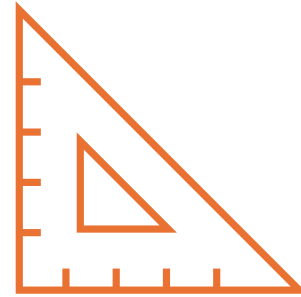
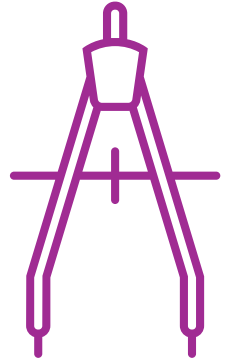
An update will be provided on the feasibility study's purpose, the evaluation of key scenarios, and the proposed process, timeline, and discovery approach for the ASME Museum concept.

Proposed motion for BOG Action: None

Attachment(s): PowerPoint Presentation








Museum of Engineering: From Vision to Feasibility



- Kicking Off Disciplined Study
- Exploring Scenarios to Inform Decision-Making
- Keeping Mission at the Forefront: Education, Workforce Growth, and Engineering Heritage

Feasibility Areas of Study

- Investment & Cost Profiles**
Compare capital + operating implications across models 
- Location**
Accessibility, visitation potential, proximity to schools + universities 
- Scope & Scale**
Explore a range of configurations 
- Programmatic Balance**
Interactive learning, immersive experiences, heritage/archives, research 
- Global Perspective**
Content, partnerships, and engineering impact beyond the U.S. 

Feasibility Process, Timing & Team

Study runs now through summer to inform FY27 planning

01



02



03

Discovery & Benchmarking

Review peer institutions to understand what exists today, what works, what does not, and where ASME can lead. Runs early summer.

Scenario Development & Analysis

Develop and analyze scenarios based on discovery insights, assessing feasibility and potential impact. Conducted mid-summer.

Synthesis & Recommendations

Integrate findings into actionable recommendations to inform FY27 planning. Completed by end of summer.



Rebecca Lakhani



Dolores Rosado



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	January 7, 2026
BOG Meeting Date:	April 20, 2026
To:	Board of Governors
From:	Anand Sethupathy, Chief Strategy Officer
Presented by:	Joseph Budzinski, Chair of the ASME Industry Advisory Board Anand Sethupathy, Chief Strategy Officer
Agenda Title:	Updates from the IAB

Agenda Item Executive Summary:

Presentation and discussion on the evolving role of ASME's Industry Advisory Board and its planned geographic expansion.

Proposed motion for BOG Action: None

Attachment(s): PowerPoint Presentation

Industry Advisory Board Update

Presented By: Joseph Budzinski (ASME IAB Executive Committee Chair),
Anand Sethupathy (ASME Chief Strategy Officer)

Date: April 20, 2026

IAB Role & Responsibility

Updated IAB Member Role:

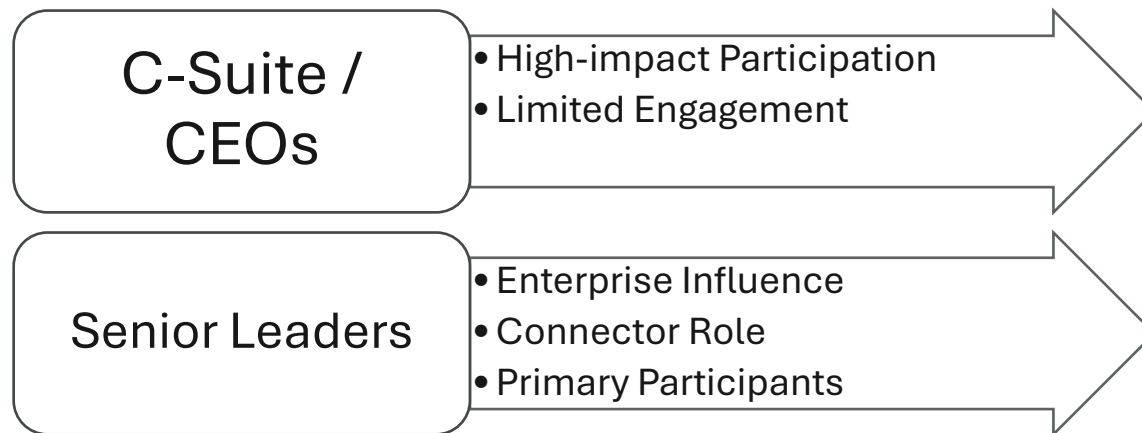
- It is the responsibility of all IAB members to serve as a “**connector**” within their organizations.
- Communicate **industry needs and perspectives** which provides strategic advice and recommendations on key issues facing the engineering industry.
- Help identify and **build relationships** with key stakeholders in the engineering ecosystem (e.g., government agencies, academic institutions, industry leaders).
- **Attend quarterly IAB meetings** and actively participate in discussions; when unable to attend, agree to send a delegate of similar caliber to the IAB member. (2 in-person, 2 virtual)

Recent meetings have focused on intelligent manufacturing, artificial intelligence, sustainability, and workforce development.

The BoG Liaison & ASME President are invited to quarterly IAB activities. The IAB reports into the BoG.

IAB Member Composition

Current IAB Member Levels

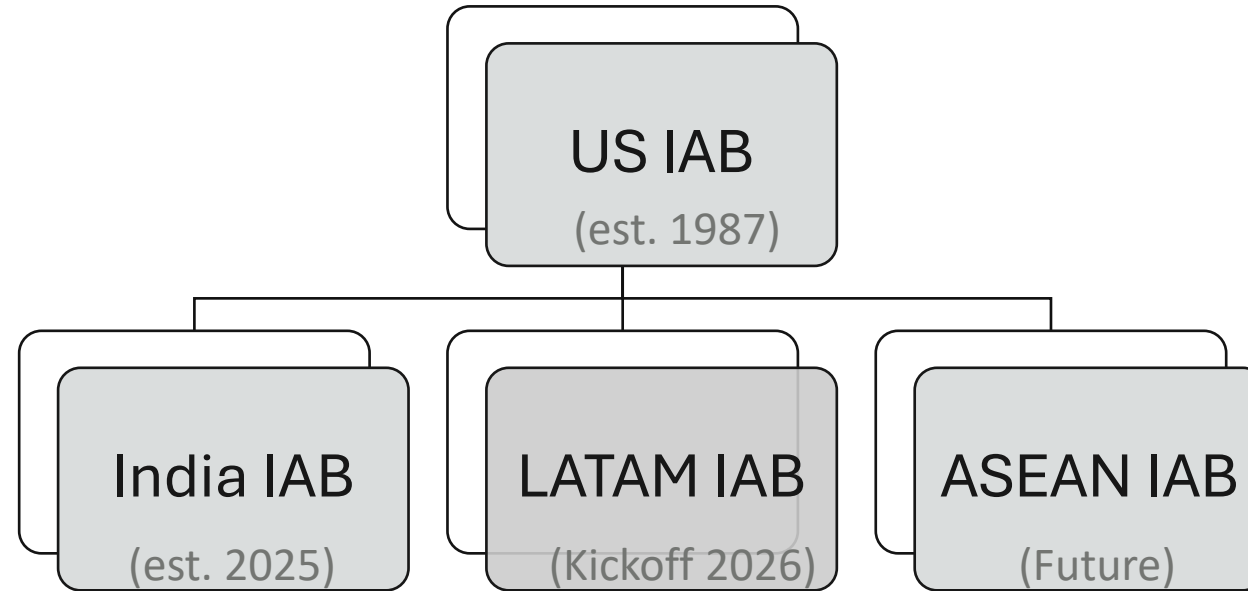


Senior leaders who have authoritative responsibility within their organizations remain the current target for IAB member representatives.

These senior leaders can escalate major “asks” to their organizations C-Suite while functioning as a connector throughout their organization for other ASME initiatives.

Customer Advisory Boards are separate from the IAB, but IAB members can work with their organization to find the right individuals to provide product-level perspective.

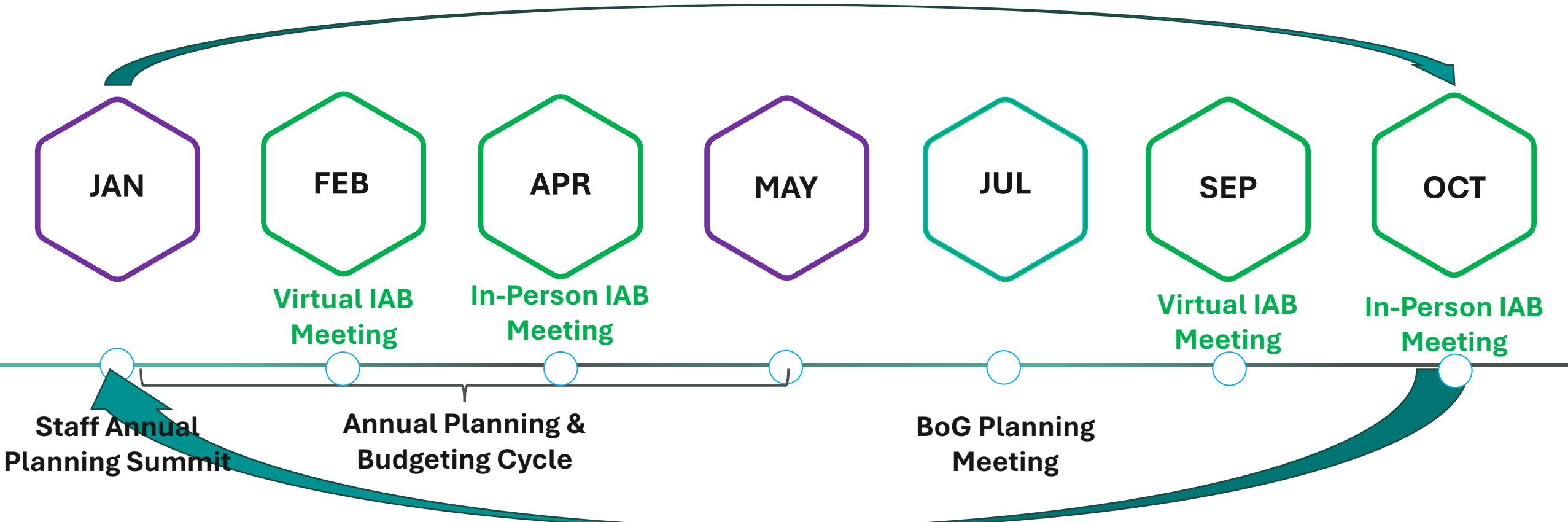
IAB International Expansion



- Regional IAB Executive Committees will meet quarterly to enable increased collaboration within ASME.
- We are actively recruiting for the LATAM IAB which will hold their inaugural virtual meeting in late FY26. This regional IAB will help with market discovery of the region.
- Discussions are in the early stages for an ASEAN IAB as we begin to build our presence in in Singapore.

Regional IABs have autonomy to develop their charter based on cultural norms.

ASME Strategy Flywheel



The IAB provides industry interpretation of industry signals (Ex: AI, sustainability, workforce trends, etc.) throughout the FY. This leads to ASME having a more informed strategy based on industry alignment and ensures future readiness for emerging industry signals.

Spring IAB Meeting – April 22nd

Meeting Themes: Artificial Intelligence, Global Competition, & Sustainability

Breakouts: Broken into two topics (International & IP Evolution)

Optional: Congressional visits coordinated by ASME 4/21

Thank You!

Questions?



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	April 7, 2026
BOG Meeting Date:	April 20, 2026
To:	Board of Governors
From:	Stephanie Viola, Managing Director, Programs & Philanthropy
Presented by:	Neil Wilmshurst, Chair, ASME Foundation Executive Council and Stephanie Viola, Managing Director, Programs & Philanthropy
Agenda Title:	ASME Foundation Overview & Forward Outlook

Agenda Item Executive Summary:

An introduction to Neil Wilmshurst, Chair of the ASME Foundation Executive Council, and an update on progress by the ASME Foundation and the ASME Programs and Philanthropy Business Unit through 3Q FY26. Under Neil's leadership, the Foundation is advancing its evolution as it transitions from the first phase of the Campaign for Next Generation Engineers to its next stage of growth and impact.

The integration of Programs and Philanthropy operations continues, with a focus on establishing a unified operating model that strengthens alignment across strategy, governance, and execution. Through FY26, the Business Unit has made measurable progress in clarifying priorities, improving enterprise-wide coordination, and positioning purpose-driven work as a contributor to long-term organizational value.

The accompanying presentation highlights recent outcomes and outlines strategic priorities for the next phase of ASME philanthropy, including readiness for expanded and more strategic fundraising in FY27.

Proposed motion for BOG Action: None

Attachment(s): PowerPoint Presentation

*The American Society of
Mechanical Engineers®*
ASME®

ASME
FOUNDATION

Empowering Next Generation Engineers

Opening Doors of Opportunity to Tomorrow's Innovators

ASME Board of Governors
Monday, April 20, 2026

40 Years of the
ASME Foundation

The ASME Foundation was founded 1986 to support the next generation of engineers. For 40 years, the Foundation has offered philanthropic programs that **foster greater inclusion in the engineering profession.**

In 2019, the ASME Foundation was reimagined to include powerful philanthropic initiatives in three core areas: **education, career resources, and support for first sustainable innovations.**

In FY2027, we will sharpen our focus on the most **efficacious and fundable** Foundation programs, and continue to **expand our reach** globally.



Next-Gen Impact at Scale

ASME Programs Driving Global Access, Workforce Readiness, and Opportunity



K-12 Education

As of 2025, the ASME Foundation's K-12 STEM programs reached **50,000 students across all 50 states.**



Scholarships

Since 2018, **\$3.8M in scholarships** have been granted through **1,140 awards** to **846 students** from **37 countries.**



E-Fests & EFx

Since 2017, more than **38,900 participants** have attended **105 events** across **5 continents.**



Community Colleges

Since 2021, the CCEP has partnered with **63 colleges, across 21 states**, engaging with over **1,100 students.**



ISHOW

Since 2015, technical advice provided to **273 finalists**, and **\$1.4M** in seed capital supported **103 awardees**, across **36 countries.**



Engineering for Change

Since 2015, E4C has activated **340 Fellows** from **53 countries** and built a global digital community of **70,000+ members.**

Each program plays a distinct role in advancing opportunity—and together amplify ASME Foundation's purpose at global scale.



Nishant's Story

Programs in Action

- During Nishant's Engineering for Change Fellowship, he focused on **low-cost, adaptive prosthetic mechanisms**
- He translated his technical research into a **mission-driven** company aimed at improving **mobility, dignity, and independence** for people with limb loss
- Today, he is founder and CEO of **lifeandlimb.ai**, an India-based venture developing affordable, functionally advanced prosthetic technologies

E4C Fellowships Change Lives and Communities



Nishant Agarwal

E4C Research Fellow in Health, India



"The fellowship helped me in moving from academia to the first climactic step in understanding problems faced by society at large."



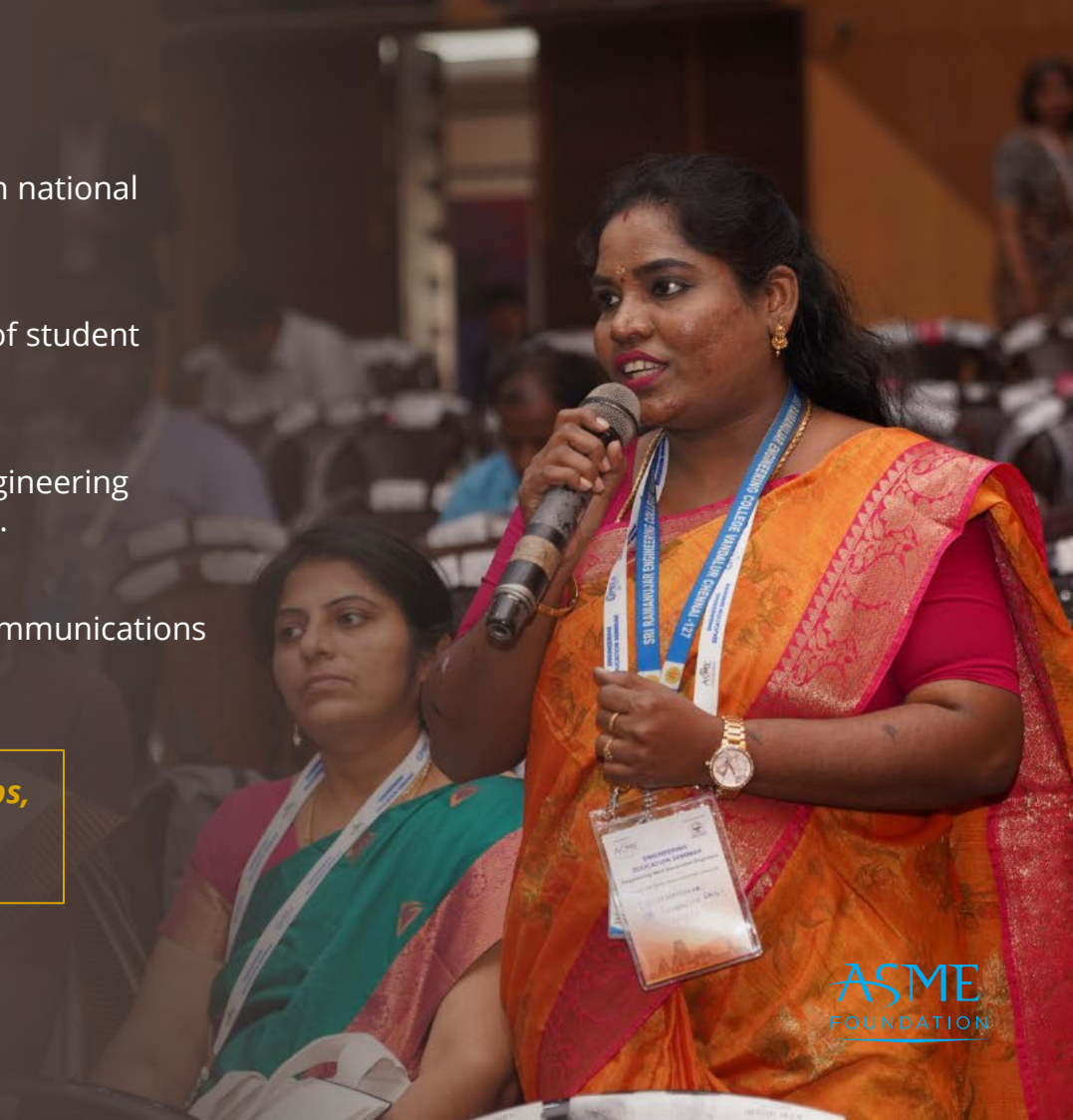
Advancing Access, Education & Impact in India

ASME Foundation India's FY26 Highlights:

- EDUCATION & ACCESS**
 Expanded student engagement and leadership development through national forums, skills workshops, and women-focused and APAC initiatives.
- INNOVATION & WORKFORCE READINESS**
 National large-scale design and AI competitions activated hundreds of student teams, supported by industry mentors & partners.
- PHILANTHROPY & SOCIAL IMPACT**
 Marked one year of progress for women-led livelihood and social engineering initiatives, with field-based implementation and partner engagement.
- VISIBILITY & MOMENTUM**
 Increased reach and stakeholder engagement through integrated communications and new Foundation storytelling assets.

*FY26 momentum positions AFI to **increase scale, deepen partnerships, and expand impact** across India's engineering ecosystem.*

CAMPAIGN FOR
NEXT
GENERATION
ENGINEERS
WHO TRANSFORM THE WORLD



FY26 Fundraising Highlights

More than **\$30 million pledged to date** for the Campaign for Next Generation Engineers

REGIONAL WORKFORCE DEVELOPMENT & CORPORATE ENGAGEMENT

Growing industry partnerships and program investment

- STEM Engine regional initiative will be activated first in Queens, NY in June 2026.
- ASME Foundation Executive Council increased VIP participation, including:
 - Constellation Energy
 - Boeing
 - Interest from GM

INDIVIDUAL GIVING

Individual donors continue to be highly engaged in funding endowed scholarships

- Five new endowed scholarships underway for FY26.
- Planned giving expectancy of \$1.9M designated to support ASME Scholarships.

FY26 Fundraising Highlights

More than **\$30 million pledged to date** for the Campaign for Next Generation Engineers

FEDERAL FUNDING

Strengthening federal investment and strategic engagement

NSF 25-545 | K-12 STEM Future Additive Builders (FAB) Camp (Proposal Submitted)

Middle School | \$736,340 | 3 years

- Hands-on, immersive learning program introducing students to 3D printing, CAD, AI, and engineering principles, with pilot projects in Pennsylvania and Missouri. The proposal has been submitted and is currently under review by NSF.

ASCET / NIST | ASME Foundation Subaward (Funding Received)

ASME Standards & Strategy | \$399,905.21 | 2 years

- Initiative supporting private-sector-driven U.S. engagement and capacity building in standards development and use across AI, Quantum Technology, Biotechnology, Semiconductors, and Microelectronics.
- ASME Impact Areas: Pre-Standardization and Workforce.



Purpose. Impact. Future.
Why Donors Invest in Engineering Excellence

ASME Foundation scholarships reflect a shared commitment to developing the next generation of engineers. The **BPV Section XI** Standards Committee Scholarship Fund supports engineering students **advancing ASME nuclear safety standards.**



These scholarships provide much-needed support for the university-level education of our students today. We need more highly educated engineering students now more than ever before—especially those contributing to the safety, reliability, and sustainability of our energy future.”



Rick Swayne
President, Reedy Engineering
Supporter, BPV Section XI Standards
Committee Scholarship Fund

Empowering Possibility

Celebrating Our Donors & Their Impact

April 27, 2026 | 12:00 – 3:00 PM
2 Park Avenue, New York City



NEXT-GEN AWARD
RECIPIENTS
**KEITH AND
BROWNIE ROE**

Next week, we're recognizing our top supporters who have contributed more than \$10,000 with an intimate **luncheon and inspiring program** to celebrate impact and possibility.

Program highlights include:

- Personal testimonials from ASME Foundation beneficiaries
- Presentation of the **ASME Foundation Next Gen Award** to Keith Roe, longtime ASME leader and volunteer, and his wife, Elizabeth "Brownie" Roe

This special gathering deepens our connection with key supporters, expresses our gratitude, and demonstrates the life-changing impact of their generosity.

Strategic Considerations

Key Focus Areas for FY27 Success

Nurturing Programs and Philanthropy team culture of **doing more with less**

Clarifying Programs and Philanthropy portfolio for **greater impact, action, and enterprise alignment**

Leveraging new technologies to **modernize program design and fundraising infrastructure**

Driving continued growth and transformation in ASME Foundation India and exploration into **new global markets**

Raising the profile of the ASME Foundation as a leading example of ASME's **purpose-driven mission**



The ASME Foundation invites all stakeholders to invest in this important work.

Give. Volunteer. Connect.

Thank You for Your Leadership.





Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	April 7, 2026
BOG Meeting Date:	April 20, 2026
To:	Board of Governors
From:	Anand Sethupathy, Chief Strategy Officer
Presented by:	Anand Sethupathy, Chief Strategy Officer
Agenda Title:	Singapore Legal Entities Formation

Agenda Item Executive Summary:

Presentation and motion to form two legal entities in Singapore to support ASME's growth across the ASEAN region.

Proposed motion for BOG Action: **Motion to form two legal entities in Singapore**

NOW, THEREFORE, BE IT RESOLVED, that the Board of Governors hereby authorizes ASME to form and incorporate the following legal entities in Singapore, or such other substantially similar names as may be approved by the relevant Singapore authorities:

1. American Society of Mechanical Engineers Singapore Private Limited, to be established as a Singapore private limited company or other appropriate operating entity, to support permissible operational, commercial, and administrative activities in furtherance of ASME's mission.
2. American Society of Mechanical Engineers Foundation Singapore, to be established as a Company Limited by Guarantee (CLG) or other nonprofit-equivalent structure under Singapore law, to support ASME's charitable, educational, and mission-aligned activities in the region; and

FURTHER RESOLVED, that ASME shall be the sole member, guarantor, or shareholder, as applicable, of each such entity, subject to any minimum local governance or statutory requirements under Singapore law.

FURTHER RESOLVED, that the Board authorizes the Executive Director/Chief Executive Officer, Chief Strategy Officer, Chief Financial Officer, General Counsel, and such other officers as may be appropriate, acting singly or jointly, to:

- Finalize the legal structure, constitutional documents, and governance arrangements of each entity;

- Appoint initial directors, officers, or authorized representatives as required by law;
- Engage and instruct external legal, tax, accounting, and corporate secretarial advisors in the United States and Singapore; and
- Take all other actions necessary or advisable to form, register, and operationalize the entities in accordance with applicable laws and ASME policies.

FURTHER RESOLVED, that the Executive Director/Chief Executive Officer of ASME is authorized to execute and deliver all documents, filings, resolutions, guarantees, and agreements required to effectuate the formation of the entities, including any amendments or ancillary documents required by Singapore regulatory authorities.

FURTHER RESOLVED, that any material deviation from the approved purpose, ownership, or risk profile of the entities, or any material capital commitment outside of the approved budget and business plan, shall be brought back to the Board of Governors for review and approval.

Attachment(s): PowerPoint Presentation

Singapore Legal Entities

For ASME's Board of Governors

Presented by: *Anand Sethupathy, Chief Strategy Officer*
Date: *April 20th, 2026*

Why Singapore?

Singapore's Key Benefits For Companies

Access To And Preservation Of Capital

-  Ease of Access to Investors
-  Strong Legal and IP Framework
-  Competitive Personal & Corporate Tax Regime
-  Personal Wealth Management Hub

Regulations & Business Environment

-  Established Tech Ecosystem
-  Transparent and Clear Regulations
-  Strong and Supportive Government for Tech Innovations
-  Launchpad into Asia
-  Strategic Geographic Location
-  Co-innovation with Local Research Centres / Government Agencies



Enforcing Contracts (World Bank rank)

Rank **No.1**



Starting a Business (World Bank rank)

Rank **No.2**





Ease of Doing Business (World Bank rank)

Rank **No.2**

Singapore Legal Entity Types

After consulting with local advisors, a dual legal entity setup was recommended for ASME.

Feature	CLG 	Private Limited (Pte Ltd) 	Society / Trust
Ownership	Members (guarantors)	Shareholders	Members / Trustees
Profit Distribution	Not allowed	Allowed	Not allowed
Liability	Limited to guarantee	Limited to shareholding	Varies
Regulatory Authority	ACRA	ACRA	ROS / MAS
Purpose	Non-profit / public benefit	Commercial profit	Community / faith-based

Future It Enables for ASME

Singapore will serve as a launching pad for ASME products, services, and programs across ASEAN.

ASME Singapore Private Ltd. (for-profit private limited)	ASME Foundation Singapore (nonprofit CLG)
<u>Technical Events & Conferences</u> : Turbo Expo in 2028, IMECE Singapore in late 2027 or early 2028	<u>Philanthropic Programs</u> : Scholarships, ISHOW, E-Fest/Efx, and other programs to be replicated.
<u>Learning & Development</u> : Singapore heavily subsidizes continuous education for its citizens.	<u>Engineering Education & Sections</u> : Support the growth of ASEAN ME academic community and both student/professional sections in region.
<u>Business Development</u> : Drive demand generation across the region for Standards and CA.	<u>Fundraising</u> : Singapore positioned as Asia’s philanthropy gateway and is home to many family offices.

Motion to form legal entities

NOW, THEREFORE, BE IT RESOLVED, that the Board of Governors hereby authorizes ASME to form and incorporate the following legal entities in Singapore, or such other substantially similar names as may be approved by the relevant Singapore authorities:

1. American Society of Mechanical Engineers Singapore Private Limited, to be established as a Singapore private limited company or other appropriate operating entity, to support permissible operational, commercial, and administrative activities in furtherance of ASME's strategy.
2. American Society of Mechanical Engineers Foundation Singapore, to be established as a Company Limited by Guarantee (CLG) or other nonprofit-equivalent structure under Singapore law, to support ASME's charitable, educational, and mission-aligned activities in the region; and

FURTHER RESOLVED, that ASME shall be the sole member, guarantor, or shareholder, as applicable, of each such entity, subject to any minimum local governance or statutory requirements under Singapore law.

FURTHER RESOLVED, that the Board authorizes the Executive Director/Chief Executive Officer, Chief Strategy Officer, Chief Financial Officer, General Counsel, and such other officers as may be appropriate, acting singly or jointly, to:

- Finalize the legal structure, constitutional documents, and governance arrangements of each entity;
- Appoint initial directors, officers, or authorized representatives as required by law;
- Engage and instruct external legal, tax, accounting, and corporate secretarial advisors in the United States and Singapore; and
- Take all other actions necessary or advisable to form, register, and operationalize the entities in accordance with applicable laws and ASME policies.

FURTHER RESOLVED, that the Executive Director/Chief Executive Officer of ASME is authorized to execute and deliver all documents, filings, resolutions, guarantees, and agreements required to effectuate the formation of the entities, including any amendments or ancillary documents required by Singapore regulatory authorities.

FURTHER RESOLVED, that any material deviation from the approved purpose, ownership, or risk profile of the entities, or any material capital commitment outside of the approved budget and business plan, shall be brought back to the Board of Governors for review and approval.