1. Call to Order - Engel

   A meeting of the IEEE Computer Society Board of Governors was held at 8:30 a.m. on 11 March
   2005 at the Portland Hilton & Executive Tower, Portland, Oregon USA. Gerald L. Engel, president,
   chaired, with Stephen B. Seidman as secretary.

2. Roll Call/Proxies – Engel

   A roll call was held as follows:

   **A. Franchised Members**
   Jean M. Bacon, present
   Carl K. Chang, Past President, present
   Mark J. Christensen, present
   Alan Clements, present
   Annie Combelles, absent, proxy to Chang
   Deborah M. Cooper, President-elect, present
   George V. Cybenko, absent, proxy to Bacon
   Gerald L. Engel, President, present
   Oscar N. Garcia, present
   Ann Q. Gates, present
   Mark A. Grant, present
   James D. Isaak, present
   Michel Israel, absent
   Rohit Kapur, present
   Richard A. Kemmerer, present
   Susan K. (Kathy) Land, VP, Standards Activities, present
   Susan A. Mengel, absent, proxy to Gates
   Itaru Mimura, present
   James W. Moore, Second VP, Electronic Products & Services, present
   Brian M. O’Connell, present
   Bill N. Schilit, absent, proxy to Kapur
   Christina M. Schober, VP, Chapters Activities, present
   Stephen B. Seidman, Secretary, present
   Kathleen M. Swigger, absent, proxy to Cooper
   Makoto Takizawa, present
   Michael R. Williams, First VP, Publications, present

   **B. Ex officio Members (without vote):**
   Doris L. Carver, Computer EIC, present
   Stephen L. Diamond, IEEE Division VIII Director, present
   David W. Hennage, Executive Director, present
   Gene F. Hoffnagle, IEEE Division V Director, present
   Rangachar Kasturi, Treasurer, present
   Murali R. Varanasi, VP, Educational Activities Board, present
   Stephanie M. White, VP, Technical Activities, present
   Yervant Zorian, VP, Conferences & Tutorials, present
3. **Introduction of Guests - Engel**

The following guests and staff were present:

- Angela R. Burgess  
- Roy Mangum  
- Robert G. Care  
- Van Nguyen  
- Violet S. Doan  
- Alex Orailoglu  
- Adel Elmaghraby  
- Richard J. Price  
- Desmona Harris  
- Jon Rokne  
- Lynne Harris  
- Peter Turner  
- Anne Marie Kelly  
- Deborah K. Scherrer  
- Insup Lee  
- John Walz  
- Ming T. (Mike) Liu  
- Don Wright

4. **Approval of Agenda - Engel**

Motion 4:  Chang moved, Seidman seconded, “MOVED, that the agenda be approved, as revised:” Motion carried by voice vote.

- Add item 15:  Magazine Portfolio  
- Add item 25A:  Bylaw amendment, Article II, section 5  
- Add item 27:  IEEE email hosting  
- Add item 42I:  CRA report  
- Add item 47A:  Motion from Isaak

5. **BLANK**

6. **A. Approval of Minutes of the 5 November 2004 Meeting – Seidman**

Motion 6A:  Engel moved, Varanasi seconded, “MOVED, that the 5 November 2004 meeting minutes be approved with the correction of minor typos in item 48.” Motion carried.

7. **Report of the President - Engel**

Engel gave a verbal report in addition to his written report on pages 7-1 and 7-2 in the *Agenda Book*.

8. **Report of the Treasurer - Kasturi**

Kasturi gave the report of the Treasurer. (See page 8-1, followed by the budget on pages 8-3 through 8-81 of the *Agenda Book*).

9. **Report of the Executive Director - Hennage**

Hennage reported on recent activity in the society (see pages 9-1 through 9-3, followed by an updated list of SP5 objectives in the *Agenda Book*), and also noted the executive staff reports in section 44.

10. **Status of Action Items - Seidman**

The secretary reviewed the status of action items as of 4 February 2005 (see pages 10-1 through 10-3 of the *Agenda Book*). All action items are closed.

**ACTION ITEMS**

11. **Consent Agenda**

There were no items on the Consent Agenda.
12. **Preliminary 2006 Budget Targets – Kasturi**

Motion 12: Kasturi moved for the Finance Committee, “MOVED, that the Board of Governors of the IEEE Computer Society adopts the preliminary operating budget planning target for society programs in 2006, expressed in thousands of US$, as follows:” Motion carried by voice vote.

<table>
<thead>
<tr>
<th>Program Area</th>
<th>2006</th>
</tr>
</thead>
<tbody>
<tr>
<td>Transactions</td>
<td>3,635.4</td>
</tr>
<tr>
<td>Magazines</td>
<td>1,533.6</td>
</tr>
<tr>
<td>Computer</td>
<td>(618.6)</td>
</tr>
<tr>
<td>Advertising</td>
<td>980.9</td>
</tr>
<tr>
<td>CS Press</td>
<td>2,422.7</td>
</tr>
<tr>
<td>Conferences</td>
<td>749.5</td>
</tr>
<tr>
<td>Technical Activities</td>
<td>(468.0)</td>
</tr>
<tr>
<td>Standards</td>
<td>(80.7 )</td>
</tr>
<tr>
<td>Continuing Education</td>
<td>(156.0)</td>
</tr>
<tr>
<td>CSIDC</td>
<td>0.1</td>
</tr>
<tr>
<td>Chapters</td>
<td>(271.2)</td>
</tr>
<tr>
<td>Membership</td>
<td>(1,620.8)</td>
</tr>
<tr>
<td>Education</td>
<td>(246.3)</td>
</tr>
<tr>
<td>Awards</td>
<td>(257.0)</td>
</tr>
<tr>
<td>*General</td>
<td>(7,204.4)</td>
</tr>
<tr>
<td>Net</td>
<td>(1,600.8)</td>
</tr>
</tbody>
</table>


Action: President. Due: ASAP. BOG 11/05. 13. Proceed with and conclude the membership application process with the IEEE Electronic Computer Aided Design Council.


Motion 14: Croll moved, Diamond seconded, “MOVED, that the Board of Governors of the IEEE Computer Society approves the Computer Society membership in the IEEE Systems Council.” Motion carried by a hand count of 12-7.


15. **Magazine Portfolio Proposal – Kasturi**

Motion 15: Kasturi moved for the Finance Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves funding the Magazine Portfolio Analysis Product Evolution Plan at $129.7K for June 2005 through June 2006 with funds saved by the shift in international distributors.” Motion carried by voice vote.

16. **BLANK**
17. **Approval of the SC’05 Budget - Zorian**

Motion 18: Zorian moved for the Conferences & Tutorials Board, “MOVED, that the Board of Governors of the IEEE Computer Society approves the SC05 budget as proposed (amended) and delegates subsequent amendments to the VP of C&T.” Motion carried by a hand count of 20-2.

18. **Approval of SC’05 Funding Proposal - Zorian**

Motion 18: Zorian moved for the Conferences & Tutorials Board, “MOVED, that the Board of Governors of the IEEE Computer Society approves the SC05 funding proposal for an education program: Engaging and Empowering Educators: High Performance Classroom.” Motion carried by voice vote.

**EXECUTIVE SESSION BEGINS**

19. **Board of Governors Consent to Presidential Appointment of Editor(s)-in-Chief – M. Williams**

Motion 19: Williams moved for the Publications Board, "MOVED, that the Board of Governors of the IEEE Computer Society consents to the presidential reappointments of the following editors-in-chief:" Motion carried.

   Term beginning 1 January 2006 and ending 31 December 2007.

B. *IEEE Distributed Systems Online* – Jean Bacon
   Term beginning 1 January 2006 and ending 31 December 2007.

C. *CS Press* – Donald Schafer
   Term beginning 1 January 2006 and ending 31 December 2007.


20. **Approval of Award Recipients – Gates**

None brought forward.

21. **Selection of 2006 IEEE Division VIII Director-Elect Candidates - Chang**

Motion 21: Chang moved for the Nominations Committee, "MOVED, that the Board of Governors of the IEEE Computer Society approves the slate of Gerald L. Engel, Gene F. Hoffnagle and Thomas W. Williams for 2006 IEEE Division VIII Director-elect candidates.” Motion carried.


**EXECUTIVE SESSION ENDS**

22. **BLANK**
23.  **2005 Budget Amendments – Kasturi**

   **A. Capital Budget**  
   None brought forward.

   **B. Operating Budget**

   Motion 23B.1: Kasturi moved for the Finance Committee, "MOVED, that the Board of Governors of the IEEE Computer Society approves an additional presidential contingency line item to the 2005 budget with a corresponding ($250K) line item to offset the IEEE allocation line item to the 2005 budget." Motion carried.

   Motion 23B.2: Kasturi moved for the Finance Committee, "MOVED, that the Board of Governors of the IEEE Computer Society endorse the Finance Committee’s recommendation of the 2005 operating budget changes made by IEEE that will reduce the 2005 budget deficit by $196.1K to a final deficit of $784.4K." Motion carried.

24.  **BLANK**

25.  **Amendments to the Society Bylaws - Engel**

   Motion 25A: Cooper moved for the Constitution & Bylaws Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves the amendment to Bylaws Article II, Section 5 as follows:” Motion carried by voice vote.

   **Section 5: Officer Nominations**

   Annually the Nominations Committee shall provide a list of nominees for positions of president-elect, first vice president, and second vice president, at least four weeks prior to the board meeting at which the board shall select nominees. One or more nominees shall be proposed for each of these offices. Additional nominees for any position may be nominated by written petition of one-third of the elected franchised board members. Such nominations must be received by the secretary at least 10 days prior to the above meeting. The board shall select by secret ballot nominees for the positions of president-elect, first vice president, and second vice president, and the names of those nominees shall then be published in a society publication nominally reaching the entire membership. In the same issue there shall be a request for petitions for additional nominees. Additional nominees may be named by signature of at least 1,000 voting members of the society, with each member eligible to sign one petition for each office.

   Action 25A: Executive Director. Due: 10 June 2005 BOG 11/05. 25A. Publish proposed amendment to Article II, Section 5 in Computer magazine for member comment and place on the 10 June agenda for a second vote.

26.  **Policies & Procedures Manual Revisions - Cooper**

   No PPM revisions were brought forward. Cooper reported that the Executive Committee approved the following *Policies & Procedures Manual* revisions at the 10 March meeting:

   **A. Section 22.8 Computing Research Association (CRA)**

   **B. Section 5.15.1 Division Directors and Director-Elect (housekeeping item)**

   **C. Section 5.12.1 (Position description for VP, Publications Board)**
D. Section 9, Publications (revisions throughout to reflect current practice and fix typos and style inconsistencies)

E. Section 17, Fellows (revised process timeline due to new IEEE nomination deadline)

27. **IEEE Email Hosting - Moore**

Motion 27: Moore moved for the Electronic Products & Services Board, “MOVED, that the Board of Governors of the IEEE Computer Society approves the consolidation of its email services with those of the IEEE in the manner outlined by Proposal for IEEE Hosting of Computer Society Email Services, 8 March 2005, Draft 3.0 below:” Motion carried by voice vote.

**Proposal for IEEE Hosting of Computer Society Email Services, 8 March 2005, Draft 3.0**

It is proposed that the Computer Society should transfer hosting of all email services to IEEE corporate hosting facilities. These services include the following functions:

- Alias service for members and volunteers; and
- Email list management.

Hosting of staff mail is not included in the initial implementation, but may be transferred at some time in the future.

It is understood that the domain name of computer.org will continue to be used for aliases of the Computer Society even when hosting is performed by IEEE facilities.

It is understand that the Computer Society will be permitted to extend the use of the computer.org alias to affiliate members and others at the discretion of Computer Society leadership.

It is understood that all email message traffic will be processed for virus scanning and spam filtering.

It is understood that IEEE staff will develop a project plan for migrating the email functions to the IEEE data center and that Computer Society staff will have the opportunity to review and approve the plan prior to implementation.

It is also understand that the operation of the email services will be governed by a service level agreement — Electronic Mail Service Level Agreement, Version 1.5 — which outlines acceptable performance levels. This agreement includes an option to return hosting to the Computer Society if the performance criteria are not achieved.

28. **BLANK**
29. **BLANK**
30. **BLANK**
31. **BLANK**
32. **BLANK**
33. **BLANK**
34. **BLANK**
DISCUSSION ITEMS

35. IEEE Board of Directors Meeting Issues – Engel

Engel led a discussion of the February IEEE Board of Directors meetings in San Francisco.

36. BLANK

37. BLANK

38. BLANK

39. BLANK

REPORTS

40. AD HOC COMMITTEES
   A. Software Engineering Portfolio Oversight Committee (SEPOC) - Chang
      Chang gave an oral report of recent SEPOC activities.
   
   C. 60th Anniversary Committee - Hoelzeman/Aylor
      Vi Doan gave an oral report on behalf of Hoelzeman and Aylor.

41. EXECUTIVE COMMITTEE MEMBERS

41A. President-Elect - Cooper

No report

41B. Vice President, Chapters Activities - Schober

(See pages 41-B-1 thru 41-B-3 of the Agenda Book.)

41C. Vice President, Conferences & Tutorials - Zorian

(See page 41-C-1 and 41-C-2 of the Agenda Book.)

41D. Vice President, Educational Activities - Varanasi

(See pages 41-D-1 and 41-D-2 of the Agenda Book.)

41E. Second Vice President, Electronic Products & Services - Moore

(See pages 41-E-1 thru 41-E-3 of the Agenda Book.)

41F. First Vice President, Publications - Williams

(See page 41-F-1 of the Agenda Book.)

41G. Vice President, Standards Activities – Land

(See page 41-G-1 thru 41-G-5 of the Agenda Book.)
41H. Vice President, Technical Activities - White

(See page 41-H-1 thru 41-H-4 of the Agenda Book.)

41I. Secretary – Seidman

No report

41J. Past President - Chang

No report

41K. IEEE Division V/VIII Directors – Hoffnagle/Diamond

Hoffnagle and Diamond gave oral reports.

41L. Computer Editor-in-Chief - Carver

No report

42. STANDING COMMITTEES

42A. Audit – Grant

(See pages 42-A-1 thru 42-A-4 of the Agenda Book.)

42B. Awards - Gates

(See page 42-B-1 and 42-B-2 of the Agenda Book.)

42C. Computer Society International Design Competition – Clements

(See pages 42-C-1 of the Agenda Book.)

42D. Constitution & Bylaws – Cooper

No report

42E. Elections – Johnson

No report

42F. Fellows – Tripp

No report

42G. Finance – Kasturi

(See Treasurer’s Report in section 8 of the Agenda Book.)

42H. History – Liu

No report
42I. Intersociety Cooperation – Chang

Latin America Activities Committee – Barbacci

(See page 42-I-11 of the Agenda Book)

IEEE Sensors Council – O’Connell

(See page 42-I-3 of the Agenda Book)

42J. Membership – Chang

(See page 42-J-1 of the Agenda Book)

Ombudsman/Member Services Report – Albert-Howard

(See page 42-J-3 of the Agenda Book)

42K. Nominations – Chang

No report

42L. Personnel and Compensation – Chang

No report

42M. Planning – Cooper

Cooper gave a brief oral report.

42N. Professional Practices Committee – McConnell

(See pages 42-N-1 and 42-N-2 of the Agenda Book.)

43. OTHER

None

44. STAFF

44A. Publisher - Burgess

(See pages 44-A-1 thru 44-A-4 of the Agenda Book.)

44B. Director, Information Technology - Care

(See pages 44-B-1 and 44B-2 of the Agenda Book.)

44C. Director, Administration - Doan

(See pages 44-C-1 and 44-C-2 of the Agenda Book)

December 2004 Membership Report

(See pages 44-C-3 and 44-C-4 of the Agenda Book)
Asia/Pacific Office Report
(See page 44-C-5 of the Agenda Book)

Beijing Service Center Report
(See page 44-C-7 of the Agenda Book)

Moscow Service Center Report
(See pages 44-C-9 and 44-C-10 of the Agenda Book)

44D. Director, Business and Product Development – Turner
(See pages 44-D-1 and 44-D-2 of the Agenda Book)

44E. Director, Volunteer Services – Kelly
(See page 44-E-1 and 44-E-2 of the Agenda Book)

Technical Meetings Final Reports Received Since Last Agenda Book
(See pages 44-D-3 thru 44-D-6 of the Agenda Book)

Technical Meetings Approved Since Last Agenda Book
(See pages 44-D-7 thru 44-D-12 of the Agenda Book)

Technical Meetings Final Reports Overdue
(See pages 44-D-13 thru 44-D-18 of the Agenda Book)

Technical Meetings Schedule
(See pages 44-D-19 thru 44-D-46 of the Agenda Book)

45. SPECIAL ORDERS
None

46. UNFINISHED BUSINESS OR GENERAL ORDERS
None

47. NEW BUSINESS
Isaak spoke briefly on the challenges of competition from other professional and commercial organizations.

48. GOOD OF THE ORDER
Engel asked everyone to post their handouts to the CS Document Archive.

49. ANNOUNCEMENTS
None
50. NEXT MEETING

The next meeting will be held at 8:30 a.m. on Friday, 10 June 2005 in Long Beach, California, USA.

51. ADJOURNMENT

The meeting adjourned at 12noon.