1. **Call to Order – Isaak**

A meeting of the IEEE Computer Society Board of Governors was held at 8:30 a.m. EST on 16 November 2010 at the Hyatt New Brunswick, New Brunswick, New Jersey. James D. Isaak, president, chaired with Anne Marie Kelly serving as acting as secretary.

2. **Roll Call/Proxies – Kelly**

A roll call was held as follows:

**A. Franchised Members**
- Elisa Bertino, absent
- Pierre Bourque, present
- Elizabeth L. Burd, present
- Thomas M. Conte, present
- George V. Cybenko, present
- Ann DeMarle, present
- David S. Ebert, present
- Frank E. Ferrante, Treasurer, present
- Roger U. Fujii, First VP, Standards Activities, present
- Jean-Luc Gaudiot, present
- David Alan Grier, VP, Publications, present
- James D. Isaak, President, present
- Andre Ivanov, present
- Hironori Kasahara, present
- Luis Kun, present
- Susan K. (Kathy) Land, 2009 President, present
- Phillip A. Laplante, present
- Itaru Mimura, present
- James W. Moore, VP, Professional Activities, present
- Sorel Reisman, President-Elect, present
- Jon G. Rokne, present
- Christina M. Schober, present
- Ann E.K. Sobel, present
- Steven L. Tanimoto, present
- Jeffrey M. Voas, 2nd VP & Secretary, absent
- John W. Walz, VP, Technical & Conference Activities, present

**B. Ex officio Members (without vote):**
- Angela R. Burgess, Executive Director, present
- Carl K. Chang, *Computer* EIC, absent
- Stephen L. Diamond, 2009-2010 IEEE Division VIII Director, present
- Sattupathu V. Sankaran, VP, Member and Geographic Activities, present
- Michael R. Williams, 2010-2011, IEEE Division V Director, present

3. **Introduction of Guests – Isaak**

The following guests and staff were present:
- Michael Bennett
- Evan M. Butterfield
- Mary Ward Callan
- Paul Croll
- Violet S. Doan
4. Approval of Agenda – Kelly
Motion 4: Diamond moved, Grier seconded, “MOVED, that the agenda be approved as is.” Motion carried by voice vote.

5. Approval of Minutes – Isaak
A. Approval of Minutes of the 11 June 2010 Meeting
Motion 5.A: Diamond moved, Grier second, “MOVED, that the minutes of the 11 June 2010 IEEE Computer Society Board of Governors meeting be approved as is.” Motion carried by voice vote.

B. Approval of Minutes of the 3 August 2010 Teleconference
Motion 5.B: Grier moved, Burd seconded, “MOVED, that the minutes of the 3 August 2010 IEEE Computer Society Board of Governors meeting be approved as is.” Motion carried by voice vote.

6. Report of the President – Isaak
Isaak thanked the IEEE Computer Society Board of Governors and the Executive Committee for their support this year, and recognized those members concluding the end of their three year term. His report highlighted the accomplishments of the year including the continuing collaboration of the Computer Society and IEEE, and the roll out of “instant communities.” He made a note of his written report in the Agenda Book.

7. Report of the Treasurer – Shafer
Ferrante gave an oral report and made note of his written report in the Agenda Book.

8. Report of the Executive Director - Burgess
Burgess gave an oral report and made note of her written report in the Agenda Book.

9. Status of Action Items – Kelly
Kelly reviewed the status of action items as of 16 November 2010, which can be found in the Agenda Book. Item1-11, 13 were closed at this meeting.

ACTION ITEMS

10. Consent Agenda* – Isaak
A. Confirmation of Email Ballot for Approval of the 2010 Seymour Cray Computer Engineering Award Recipient
B. Approval of the 2010 Sidney Fernbach Award Recipient

11. Amendments to the Society Bylaws – Reisman
Second Reading of Society Bylaws
A. Article XII Section 6 Finance Committee
ARTICLE XII – STANDING COMMITTEES
Section 6: Finance Committee

The Finance Committee, in cooperation with the treasurer, shall develop and analyze the budget using information provided by the vice presidents and chairs of each board and standing committee.

The treasurer shall chair the Finance Committee. The Finance Committee shall consist of members as defined in the IEEE Computer Society Policies & Procedures Manual. The Finance Committee shall be comprised of the treasurer (chair), the president, president-elect, immediate past president, and the secretary. The chief staff executive and the appropriate finance and accounting staff member will be ex officio, non-voting members of the committee. Vice presidents or
IEEE COMPUTER SOCIETY BOARD OF GOVERNORS MEETING 16 NOVEMBER 2010

their representatives are ex officio, non-voting members of the committee, and as such are not required to attend extraordinary meetings of the committee.

B. Article XII Section 11 Personnel & Compensation Committee
Section 11: Personnel and Compensation Committee

The Personnel and Compensation Committee shall monitor the Computer Society’s compliance with the human resources and compensation policies of the Society, IEEE, and bring any needed changes in such policies to the Board of Governors. The committee will conduct an annual evaluation of the Executive Director chief staff executive once each year as part of the IEEE staff evaluation process. The committee shall be chaired by the past president and shall include as additional members the president, the president-elect, and the first and second vice presidents. A member of the executive staff, other than the Executive Director chief staff executive, shall be appointed by the chair and shall be an ex officio, non-voting member of this committee.

C. Article XII Section 12 Planning Committee
Section 12: Planning Committee

The Planning Committee with the mission to assist the Board in strategic planning. The Planning Committee shall develop and recommend the overall strategic direction for the IEEE-Computer Society, describe outcomes, monitor progress towards the outcomes, and review results as a basis for revising strategy, and recommends actions to the Board of Governors. The president-elect shall chair the Planning Committee. Additional members are described in the Policies and Procedures Manual. The Planning Committee shall consist of members as defined in the IEEE Computer Society Policies & Procedures Manual. The Planning Committee shall continuously attempt to identify potential new activities of interest to the Society, modify existing activities, and initiate, promote, and develop plans for such activities in conjunction with the appropriate committees. The president-elect shall chair the Planning Committee and shall appoint its members.

D. Motion for Bylaws Second Reading

Reisman moved on behalf of the Constitution and Bylaws Committee the following three bylaws amendments for approval by the Board of Governors.

Second Reading of Society Bylaws
A. Article XII – Standing Committees Section 6 Finance Committee
“MOVED, that the IEEE Computer Society Board of Governors approves the proposed amendments to Article XII – Standing Committees Section 6 Finance Committee.” Motion passed by voice vote.
B. Article XII Section 11 Personnel & Compensation Committee
Reisman recommended the IEEE Board of Governors not approve this motion at this time. The IEEE is currently conducting a review in this area. When the review is completed, the IEEE Computer Society will need to ensure its procedures conform to the results. “MOVED, that the IEEE Computer Society Board of Governors approves the proposed amendments to Article XII Section 11 Personnel & Compensation Committee.” The motion did not pass by voice vote.
C. Article XII Section 12 Planning Committee
“MOVED, that the IEEE Computer Society Board of Governors approves the proposed amendments to Article XII Section 12 Planning Committee.” Motion passed by voice vote.

First Reading of Society Bylaws
E. Article IV Executive Committee

ARTICLE IV - EXECUTIVE COMMITTEE

Section 1: Composition

The president shall chair the Executive Committee; other members shall be the president-elect, all the vice presidents, the secretary, the treasurer, the immediate past president, Computer Editor in Chief, the chief staff executive, the IEEE division directors and division director-elect elected by the Computer Society. The IEEE directors, director-elect, Computer Editor in Chief, and the chief staff
executive shall be *ex officio* members, without vote, unless otherwise holding a vote as a franchised member of the Executive Committee.

**F. Article XII Section 2 Awards Committee**

**ARTICLE XII – STANDING COMMITTEES**

**Standing Committee Organization**

The Standing Committees shall include the following:

1. Audit Committee
2. Awards Committee
3. Constitution & Bylaws Committee
4. Elections Committee
5. Fellows Committee
6. Finance Committee
7. History Committee
8. Intersociety Cooperation Committee
9. Nominations Committee
10. Personnel and Compensation Committee
11. Planning Committee
12. Electronic Products & Services Committee

Unless otherwise specified, each committee chairperson shall appoint the members of his/her committee and designate a member as vice chairperson who shall act for the chairperson at his/her request.

**Section 1: Audit Committee**

The Audit Committee shall be appointed by the Board of Governors with the recommendation of the Nominations Committee. It shall review the Society's policies, procedures, and practices, including finance, and recommend such changes as it considers desirable. The Audit Committee shall consist of not fewer than three or more than five franchised members of the Board of Governors, none of whom shall be a Society officer. The Audit Committee shall select its own chairperson.

**Section 2: Awards Committee**

The Awards Committee shall have the responsibility for:

1. selecting and recommending recipients for awards administered by the Society in accordance with applicable policies and procedures established by the Board of Governors; and

2. nominating and recommending candidates for IEEE administered awards. The Awards Committee shall consist of members as defined in the IEEE Computer Society Policies & Procedures Manual.

**G. Motion for Bylaws First Reading**

Reisman moved on behalf of the Constitution and Bylaws Committee the following two bylaws amendments for approval by the Board of Governors.
E. Article IV – Executive Committee

“MOVED, that the IEEE Computer Society Board of Governors approves the proposed amendments to Article IV Executive Committee.”

F. Article XII Section 2 Awards

“MOVED, that the IEEE Computer Society Board of Governors approves the proposed amendments to Article XII Section 2 Awards.”


Isaak noted those amendments to the Policies and Procedures Manual passed by the Executive Committee.

A. PPM Section 5 Members of the Executive Committee

B. PPM Section 23.1 Society Representatives

C. PPM Section 12 Awards

D. PPM Section 9 Publications

E. PPM Section 18 Planning Committee

EXECUTIVE SESSION BEGINS

13. Election to fill 2011 Board of Governors Vacancies for 2011 and 2012 – Land

14. Election of the 2011 Secretary – Land

15. 2011 Board of Governors Member of Nominations Committee – Land

16. 2011 Ombudsman – Land

17. 2011 Audit Committee – Land

18. 2011 Member of PSPB – Land

19. 2011 Presidential Appointments to Executive Committee – Land

20. Presidential Appointment of Editor in Chief of Division of IEEE Transactions on Visualization and Computer Graphics – Land

EXECUTIVE SESSION ENDS

21. BREAK

22. Elections and Appointments – Land

A. 2011 BoG Vacancies

The Nominations Committee brought forward two candidates for the two Board of Governors vacancies – Paul K. Joannou and Jose Castillo-Velazquez. The recent election of Board of Governors members John W. Walz and David Alan Grier to the position of President-elect and First Vice President respectively has created two vacancies on the Board. Paul K. Joannou was elected by secret ballot to replace John W. Walz to a two-year term, and Jose Castillo-Velazquez was elected by secret ballot to replace David Alan Grier for a one-year term.


B. Election of the 2010 Secretary

The Nominations Committee brought forward Jon G. Rokne as sole candidate for Secretary. Rokne was elected by voice vote.

C. Election of Board of Governors Member to the 2011 Nominations Committee
The Nominations Committee brought forward Pierre Bourque as the sole candidate for the
Nominations Committee for a term 1 January 2011 through 3 December 2011. Bourque was elected
by voice vote.
Action: President. Due: ASAP. BOG 11/10. Notify Bourque of his election as a member of the 2011
Nominations Committee with a term commencing 1 January 2011 and ending 31 December 2011.

D. Election of the 2011 Ombudsman
The Nominations Committee brought forward Stephanie White as the sole candidate for Ombudsman.
Stephanie White was elected by voice vote.
Action: President. Due: ASAP. BOG 11/10. Notify White of her election as 2011 Ombudsman with a term
commencing 1 January 2011 and ending 31 December 2011.

E. Election of the 2011 Audit Committee
The Nominations Committee brought forward the following candidates to be considered for the Audit
Committee: Frank E. Ferrante, Jean-Luc Gaudiot and Andre Ivanov. The candidates were elected by
voice vote.
Action: President. Due: ASAP. BOG 11/10. Notify Ferrante, Gaudio and Ivanov of their election to the
2011 Audit Committee for a term commencing 1 January 2011 and ending 31 December 2011.

F. Election of the 2011 Member of PSPB
The Nominations Committee brought forward David Alan Grier as the sole candidate. Grier was
elected by voice vote.
member of the IEEE Publication Services & Products Board member for a term commencing 1
January 2011 and ending 31 December 2011.

G. Board of Governors Consent to Presidential Appointments to 2011 Executive Committee
Motion 26.G: Isaak brought forth a motion to approve the president elect appointments to the 2011
Executive Committee, “MOVED, that the Board of Governors of the IEEE Computer Society
consents to the appointments of 2011 officers as listed below.” Motion passed by voice vote.
Action: President. Due: ASAP. BOG 11/10. Notify Fujii, Burd, Kasturi, Grier, Joannou, Croll and Moore of
their appointments for a term commencing 1 January 2011 and ending 31 December 2011.

H. 2011 Presidential Appointment of EIC
Motion 22.H: “MOVED, that the Board of Governors of the IEEE Computer Society consents to the
appointment of the Editor in Chief of IEEE Transactions on Visualization and Computer Graphics
for a term beginning on 1 January 2011 and ending on 31 December 2012.”
Action: VP, Publications. Due: ASAP. BOG 11/10. Notify candidate of the election to be Editor in Chief of
IEEE Transactions on Visualization and Computer Graphics for a term commencing 1 January 2011
and ending 31 December 2012.

23. Progress Report Presentation – Burgess
Burgess provided update on initiatives intended to generate new revenue streams.

24. Competitiveness Initiative and Affiliate Fee Reform
Burgess introduced a proposed motion. Moore introduced amendments to the motion, seconded by Laplante.
Isaak requested and received unanimous consent to accept amended motion.
Motion 24: Whereas the Competitiveness Initiative has established an optimal price that has resulted in an increase of
IEEE-CS affiliates and affiliate fee income to the IEEE. And whereas the affiliate fee results in an untenable financial
loss to the IEEE-CS, the IEEE-CS Board of Governors, in order to continue its affiliate program, requests the IEEE
Board of Directors to reimburse the IEEE-CS for such losses annually. Furthermore, if in the judgment of the IEEE-CS Board of Governors, adequate reimbursement cannot be negotiated, the IEEE-CS will be forced to cease its affiliate program.” Motion passed by voice vote as amended.

25. **Membership Update – Doan**

Doan highlighted membership activities, which include new initiatives intended to increase membership.

26. **LUNCH**

27. **Approval of the International Conference on Software Engineering (ICSE) 2011 Budget – Walz**

Motion 27: The PPM Section 6.4.5 states that technical meetings with expense budgets exceeding 2% of the IEEE Computer Society’s annual budgeted expenses require Board of Governors’ approval. Walz introduced the motion on behalf of the Technical and Conference Activities Board, “MOVED, that the Board of Governors of the IEEE Computer Society approves the proposed ICSE 2011 budget.” Motion passed by voice vote. Kun recorded as voting no.

28. **Approval of Professional Activities Board Motions**

**A. Creation of PAB Standing Committee on Information Technology (PAB-IT)**

Motion 28.A: Moore introduced the motion on behalf of the Professional Activities Board, “MOVED, that the Computer Society recognizes the existence of three enterprise information technology professions: IT Strategy & Architecture, IT Solution Development & Maintenance and IT Operations & Support. In accordance with PPM 26.5.1.4, PAB is directed to create a standing committee on Information Technology (PAB-IT) to recommend professional programs for these professions.” Motion passed by voice vote.

**B. PAB and PAB-IT Engagement with External Organizations**

28.B: Moore introduced the motion on behalf of the Professional Activities Board, “MOVED, that the PAB-IT Committee is requested to work with the PAB and Computer Society staff to engage with organizations associated with identified relevant resources, e.g. BCS (SFIplus), Office of Government Commerce, UK (ITIL), PMI (SPMBOK), JTC1 (ISO 20000), IIBA (BABOK), OMG.” Motion passed by voice vote as amended.

**C. PAB and SE2ESC Collaboration on PMI Body of Knowledge**

28.C: Moore introduced the motion on behalf of the Professional Activities Board, “MOVED, that any development of a software extension to the PMI Body of Knowledge within the Computer Society should be a collaborative effort of PAB and S2ESC.” Motion passed by voice vote.

29. **Approval of IEEE CS Recognition of the “Master of Software Assurance Curriculum”**

Motion 29: Burd introduced the motion on behalf of the Educational Activities Board, “MOVED, that the IEEE Computer Society Board of Governors recognizes the SEI CMU/SEI-2010-TR-005 Reference Curriculum as appropriate for a Masters Program in Software Assurance for a period of 5 years beginning in 1 August 2010 in accordance with the IEEE-CS Curriculum Approval Policy.” Motion passed by voice vote.

30. **Approval of Final 2011 Board of Governors Meetings and Election Schedule**

**A. 2011 Board of Governors Meetings and Computer Society Election Schedule**

<table>
<thead>
<tr>
<th>EVENT</th>
<th>DATE</th>
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</thead>
<tbody>
<tr>
<td>1. Schedule and call for CS board/officer recommendations to Nominations Committee</td>
<td>February issue</td>
</tr>
<tr>
<td>2. First BOARD OF GOVERNORS MEETING, Queen Mary Hotel, Long Beach, CA, USA</td>
<td>2-4 February</td>
</tr>
<tr>
<td>3. Recommendations from membership for board/officer nominees mailed to Nominations Committee</td>
<td>4 weeks prior to board meeting</td>
</tr>
<tr>
<td>4. Nominations Committee slate of Computer Society officer and board candidates due to</td>
<td>3 weeks prior to board meeting</td>
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</tbody>
</table>
5. Last day for board/officer petition candidates to be submitted to Board secretary  
   **10 days prior to board meeting**

6. Second BOARD OF GOVERNORS MEETING, Hyatt Regency Albuquerque, Albuquerque, USA  
   **23 – 27 May**

7. Periodical page budgets, prices and board/officer candidates approved at second  
   BOARD OF GOVERNORS MEETING, Albuquerque, USA  
   **11 June**

8. Last day for 2011 IEEE Division V Delegate-Director-Elect petition candidates to be submitted to IEEE  
   **11 June (Friday preceding 15 June)**

9. Board-approved slate and call for petition candidates published in *Computer*  
   **July Issue**

10. CS Ballots mailed  
    **8 August**

11. Candidate statements/biographies published in *Computer*  
    **August Issue**

12. CS Ballots returned and tabulated  
    **4 October**

13. Third BOARD OF GOVERNORS MEETING, Hyatt Regency, New Brunswick, NJ, USA  
    **14 – 15 November**

14. CS Election results published in *Computer*  
    **December Issue**

Motion 30: Reisman moved on behalf of the Elections Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves the proposed 2011 Meetings and Election Schedule. Motion passed by voice vote.

**DISCUSSION**

31. **Benefits of CS Administrative Fee – Walz**  
   Walz discussed the complexities of the Administrative Fee. He noted after reviewing the issues that it appeared to be working, but might require revisions. Walz stated the more challenging issue would be improving the financial planning and conference execution of the conference organizers.

32. **Planning Committee Update – Reisman**  
   Reisman reviewed the Strategic Planning Handbook and the Annual Planning Calendar. He indicated these resources have been developed to improve the performance of the boards and committees.

33. **Sales and Marketing Update – Price**  
   Price highlighted efforts to increase market share and introduce new and improve existing products and services.

34. **Social and New Media Presentation – Butterfield**  
   Butterfield detailed efforts to increase the Computer Society’s visibility through the use of social media networks.

35. **IT Integration and Web Mobility – Kahn**  
   Kahn reviewed the efforts to improve the IT infrastructure. He discussed the challenges for introducing Computer Society projects onto mobile platforms such as iPhone, iPad, Android based phones, and Blackberries.

36. **IAB – Isaak**  
   Isaak updated the Board on the Industry Advisory Board’s activities.

**END OF DISCUSSION**
37. Special Orders – Isaak

RESOLUTION FOR SCOTT HAMILTON

WHEREAS Scott Hamilton had a long and remarkable 17 year career at the IEEE Computer Society, including service as Computer Magazine senior acquisitions editor and manager of the Product Development Group; and

WHEREAS Scott distinguished himself by expanding the content and quality of Computer Magazine, carving out a unique and invaluable role in content acquisition; and

WHEREAS Scott fostered an atmosphere that enabled volunteers and staff to achieve the level of excellence which characterized the publication; and

WHEREAS Scott’s talent, enthusiasm and tireless dedication inspired volunteers and staff, and earned him the respect and deep affection of his Computer Society colleagues; and

THEREFORE, the Board expresses its deepest appreciation for Scott’s legacy of contributions to the Computer Society and the computing profession, and extends its sincere condolences to the Hamilton family.

A. Good of the Order for Phillip A. Laplante, Itaru Mimura, Christina M. Schober, Ann E.K. Sobel, Jeffrey M. Voas

“MOVED, that the Board of Governors of the IEEE Computer Society extends its sincere thanks to Phillip A. Laplante, Itaru Mimura, Christina M. Schober, Ann E.K. Sobel and Jeffrey M. Voas, whose terms on the Board will end on 31 December 2010. The Board thanks them for their dedicated service as Board members and looks forward to their continuing contributions to the Society.”

B. Good of the Order for Stephen L. Diamond

“MOVED, that the Board of Governors of the IEEE Computer Society extends its sincere thanks and gratitude to Stephen L. Diamond whose term as IEEE Division VIII Director will end on 31 December 2010, for his service as a true advocate for the Society within the IEEE, and for his invaluable support of Society initiatives.”

C. Good of the Order for Frank Ferrante, Sattupathu V. Sankaran and Jeffrey M. Voas

“MOVED, that the Board of Governors of the IEEE Computer Society extends its sincere appreciation to 2010 Executive Committee members Frank Ferrante, Sattupathu V. Sankaran and Jeffrey M. Voas. The Board thanks them for their contributions and service as officers of the Society and looks forward to their continuing contributions to the Society and the profession at large.”

D. Good of the Order for James D. Isaak

“WHEREAS our esteemed colleague James D. Isaak has served with dedication, providing strong leadership to encourage member engagement and strengthen the Society’s relationships with external organizations worldwide; and

WHEREAS Jim has given unstintingly of his time and energy, providing invaluable guidance in many programs and projects over the years; and

WHEREAS Jim has worked tirelessly to generate new ideas for Society activities, promoting development of innovative new communities to support professional collaboration; and

WHEREAS Jim has served as an advocate for the Society’s professional activities;

THEREFORE, BE IT RESOLVED THAT the Board of Governors of the IEEE Computer Society commends President Jim Isaak for his outstanding service, and extends its heartfelt wish for success in all of his future endeavors. We look forward to working with him for many years to come.”

38. UNFINISHED BUSINESS OR GENERAL ORDERS – Isaak
None.

39. NEW BUSINESS – Isaak
None.

40. GOOD OF THE ORDER – Isaak

41. ANNOUNCEMENTS – Isaak
None.

42. NEXT MEETING:
Friday, 4 February 2011
Long Beach, California USA

43. ADJOURNMENT – Isaak
4:35 p.m.

EXECUTIVE COMMITTEE MEMBERS
A. President-Elect - Reisman
No report.

B. Vice President, Member & Geographic Activities - Sankaran
The MGAB report is in the Agenda Book.

C. Vice President, Educational Activities - Burd
The EAB report is in the Agenda Book.

D. Vice President, Professional Activities Board -- Moore
The PAB report is in the Agenda Book.

E. Vice President, Publications – Grier
No report.

F. 1st Vice President, Standards Activities – Fujii
The SAB report is in the Agenda Book.

G. 2nd Vice President/Secretary – Voas
No report.

H. Past President – Land
No report.

I. IEEE Division V/VIII Directors – Williams/Diamond
No report.

J. Computer Editor-in-Chief – Chang
No report.

K. M. Ombudsman – White
The Ombudsman report is attached to the Agenda Book.

42. STANDING COMMITTEES
A. Audit – Tanimoto
No report.

B. Awards -Conte
No report.

C. Constitution & Bylaws – Reisman
No report.

D. Elections – King
The Elections report is in the Agenda Book.

E. Electronic Products & Services – Ferrante
The EPSC report is in the Agenda Book.

F. Fellows – O’Gorman
No report.

G. Finance – Ferrante
The Finance Committee report is posted in Document Archives

H. History – King
No report.

I. Intersociety Cooperation – Land
The ICC report is in the *Agenda Book*.

**J. Nominations – Land**
No report.

**K. Personnel and Compensation – Land**
No report.

**L. Planning – Reisman**
The Planning Committee report is in the *Agenda Book*. 