

**APPROVED MINUTES
IEEE COMPUTER SOCIETY
EXECUTIVE COMMITTEE MEETING**

*22 February 2001
Westin Hotel
Ft. Lauderdale, Florida USA*

1. Call to Order - Wah

A meeting of the Executive Committee of the IEEE Computer Society was held at 4:00 p.m. on 22 February 2001 at the Westin Hotel in Ft. Lauderdale, Florida USA. Benjamin W. Wah, president, chaired, with Wolfgang K. Giloi as secretary.

2. Roll Call/Proxies - Wah

A roll call was held as follows:

A. Franchised Members

Carl K. Chang, First VP, Educational Activities, present
James H. Cross II, VP, Chapters Activities, present
Gerald L. Engel, VP, Conferences & Tutorials, present
Wolfgang K. Giloi, Secretary, present
Lowell G. Johnson, VP, Standards Activities, present
Willis K. King, President-Elect, present
Guylaine M. Pollock, Past-president, present
Deborah K. Scherrer, Second VP, Technical Activities, present
Benjamin W. Wah, president-elect, present

B. Ex officio Members (without vote):

James H. Aylor, *Computer* EIC, present
Doris L. Carver, IEEE Division V Director, absent
Stephen L. Diamond, Treasurer, present
Rangachar Kasturi, VP, Publications, present
Anne Marie Kelly, Acting Executive Director, present
Thomas W. Williams, IEEE Division VIII Director, absent

3. Introduction of Guests - Wah

The following guests and staff were present:

Angela R. Burgess	Matthew S. Loeb
Robert G. Care	Susan A. Mengel
Violet S. Doan	Richard J. Price
Mark A. Grant	Mary-Kate Rada
Lynne Harris	Christine Shum Lee
John C. Keaton	Ronald Waxman

4. Approval of Agenda - Wah

Motion 4: Diamond moved, Engel seconded, "MOVED, that the agenda be approved as is:" Motion carried by voice vote.

5. **BLANK**

6. **A. Approval of Minutes of the 9 November 2000 Meeting - Giloi**

Motion 6: Giloi moved, King seconded, "MOVED, that the minutes of the 9 November 2000 Executive Committee meeting be approved as is:" Motion carried by voice vote.

B. Approval of Minutes of the 6 January 2001 Meeting - Giloi

Motion 6: Giloi moved, King seconded, "MOVED, that the minutes of the 6 January 2001 Executive Committee meeting be approved with the correction of adding Gerald L. Engel to the list of franchised members, present, in item 2A:" Motion carried by voice vote.

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

President Wah gave an oral report in addition to his written report on pages 7-1 and 7-2.

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

Diamond gave the report of the treasurer, which included the 2001 budget (see pages 8-1 thru 8-32 of the *Agenda Book*).

9. **Report of the Acting Executive Director - Kelly**

Kelly reported on recent activity in the society (see pages 9-1 through 9-4 of the *Agenda Book*) and also noted the executive staff reports in section 44.

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

The secretary reviewed the status of action items as of 31 January 2001 (see page 10-1). Items 2 and 5 remain open.

ACTION ITEMS

11. **BLANK**

12. **BLANK**

13. **Preliminary 2002, 2003 and 2004 Budget Targets - Diamond**

Motion 13: Diamond moved for the Finance Committee, "MOVED, that the Executive Committee of the IEEE Computer Society adopt the preliminary operating budget planning targets for society programs in 2002, 2003, and 2004, expressed in thousands of US\$, as follows." Motion carried.

Program Area	2002	2003	2004
Transactions	3,121.3	3,238.6	3,430.8
Magazines	923.9	887.3	914.0
Computer	(467.1)	(574.5)	(662.3)
Advertising	500.3	571.2	638.9
CS Press	(237.6)	(281.1)	(394.1)
Conferences	830.1	933.2	741.9
Technical Activities	(686.3)	(551.6)	(704.7)
Standards	(164.0)	(173.2)	(183.7)
Continuing Education	(96.8)	38.9	376.0
CS Int'l Desgin Comp	(302.7)	(315.1)	(328.1)
Chapters	(229.6)	(240.8)	(254.1)
Membership	(1,400.0)	(1,572.2)	(1,762.8)
Education	(151.2)	(155.3)	(159.8)
Awards	(250.1)	(262.2)	(275.6)
General	(1,370.1)	(1,509.0)	(1,583.9)
Total	20.1	34.1	(207.6)

14. Approval of SP-4 - Wah

Motion 14: Wah moved for the Planning Committee, "MOVED, that the Executive Committee of the IEEE Computer Society approve the draft 2001 Strategic Plan (SP-4) as proposed (amended), with the understanding that the published document will be subjected to professional editing (see attachment 14)." Motion carried by voice vote.

Motion 14.1: Engel moved, Chang seconded, "MOVED, that the Executive Committee of the IEEE Computer Society amend the original motion to approve the draft 2001 Strategic Plan with revisions submitted by the Technical Activities Board (see attachment 14.1)." Motion carried by voice vote.

15. BLANK

16. BLANK

17. BLANK

18. 2001 Budget Amendments - Diamond

A. Capital Budget

None brought forward.

B.1 Operating Budget

The Electronic Products & Services Committee (E-Products) recommends that periodical legacy materials from 1988-1994 be brought into the digital library during 2001 as a fully searchable text format. The project will be done with temporary help at an estimated cost of \$100,000. While E-Products has not yet analyzed the full revenue potential or ROI of this project, it believes the legacy material will enhance the value of the digital library and increase its competitive position.

Motion 18B: Diamond moved for the Finance Committee, “MOVED, that the Executive Committee of the IEEE Computer Society endorse the recommendation of the Electronic Products & Services Committee to include 1988-1994 periodical legacy material in the digital library in a fully searchable text format and recommends that the Executive Committee approve an amendment of \$100,000 to the 2001 operating budget for this project.” Motion carried.

B.2 The Treasurer reported that the Finance Committee approved an increase of \$10,000 to the Standards Activities Board budget to cover SC7-TAG.

19. BLANK

20. BLANK

21. BLANK

22. BLANK

23. Amendments to Society Bylaws – King

Motion 23: King moved for the Constitution & Bylaws Committee, “MOVED, that the Executive Committee of the IEEE Computer Society approve a housekeeping revision to Bylaws Article XI, Section 1 by removing the reference to the Press Activities Board, which was dissolved in 1998.” Motion carried.

ARTICLE XI - TECHNICAL ACTIVITIES

Section 1: Technical Activities Board

The Technical Activities Board (TAB) shall oversee and set policy for the society's technical committees and technical councils (together, TCs). TAB shall be chaired by the vice-president for technical activities and shall have additional voting members as follows: one representative each from the Standards Activities Board, the Conferences & Tutorials Board, the Publications Board, ~~the Press Activities Board~~, the Educational Activities board, and the Chapter Activities Board, to be appointed by the boards or the vice presidents of the boards they represent; and four to seven additional persons with experience in technical activities, conferences and tutorials, publications or standards, to be appointed by the vice-president for technical activities with the concurrence of the president. In addition, the Computer Society representatives and the society divisional representatives to relevant IEEE TAB committees are *ex officio*, non-voting members of TAB. (Specific IEEE TAB committees to be represented shall be identified in the TAB operating procedures). The president may delegate authority for such appointments to the vice president.

24. Policies & Procedures Manual Revisions - King

A. Section 3, Board of Governors

Motion 24A: King moved for the Constitution & Bylaws Committee, “MOVED, that the Executive Committee of the IEEE Computer Society approve a modification to *Policies & Procedures Manual* Section 3, Board of Governors:” Motion carried.

SECTION 3 BOARD OF GOVERNORS

3.0 APPROVAL OF BOARD MEETING SCHEDULE

Each year the president-elect, in conjunction with the Elections Committee and other staff and volunteers as appropriate, shall develop and recommend for approval by the Board of Governors a meeting schedule for two years out. Said schedule shall be approved as early in the year as is feasible, and no later than the last meeting of the year.

Action 24A: ExDir. Due: ASAP. BOG 02/01. 24A. Update the master PPM document to reflect the revisions to Section 3.

B. Section 9, Publications

Motion 24A: King moved for the Constitution & Bylaws Committee, “MOVED, that the Executive Committee of the IEEE Computer Society approve a modification to *Policies & Procedures Manual* Section 9, Publications.” Motion carried.

Action 24B: ExDir. Due: ASAP. BOG 02/01. 24B. Update the master PPM document to reflect the revisions to Section 9.

9. PUBLICATIONS

9.2.7 Editor-in-Chief Appointments of ~~All Journals Except Computing in Science and Engineering~~

1. ~~For solely sponsored journals, the publications Board shall recommend to the President two or more candidates for each editor in chief appointment. For publications solely sponsored by the Computer Society, Editor-in-Chief Search Committees shall be used to evaluate all~~ candidates applicants and nominees ~~following the process defined in 9.2.8. Reappointment considerations shall follow the process defined in 9.2.9.~~

2. ~~For re-appointments of solely sponsored journals, the Publications Board may recommend one candidate for consideration.~~

3. ~~For jointly sponsored publications with steering committees, the Publications Board will recommend candidate(s) as brought forward by the steering committee~~ shall recommend candidate(s) for each Editor-in-Chief position to the Publications Board for their review and further recommendation to the President.

4. Editor-in-Chief appointments for *Computing in Science & Engineering* shall follow the process defined in 9.2.10

5. Editors-in-Chief appointments for press shall be selected using the process in 9.2.8. Reappointments shall follow the process defined in 9.2.9.

9.2.8 Editor-in-Chief Search Committees Process

~~The editor in chief (EIC) Search Committees shall function as follows:~~

1. ~~The Publications Board chair Vice President for Publications shall establish an *ad hoc* EIC Search Committee for the open position~~ with the approval of the President -Elect. The Committee shall ~~consist~~ ing ~~of at least three members, at least nine~~ fourteen ~~months in advance of the known vacancy. The process would be expedited~~ This time can be less ~~in the case of extraordinary vacancies (e.g., the resignation, severe or prolonged illness, or death of an EIC). In such extraordinary situations, the Vice President for Publications, in concurrence with the Publications Board, would, as expeditiously as possible, recommend to the President for appointment an “acting” Editor-in-Chief, while the EIC search is conducted.~~

2. ~~The search committee shall develop a list of~~ candidates applicants ~~through open solicitation, including recommendations from the corresponding operations committee. The~~ candidates applicants ~~are most likely to be drawn from the pool of people being mentored for EIC positions, from former or present associate editors, and from the pool of people who have editorial experience outside of the Computer Society,~~ and from those nominated as a result of the open solicitation. Nominations and applications

~~Recommendations for candidates~~ shall be sought from technical committees, conferences, and other editorial boards.

3. As the search progresses, the search committee shall keep the Vice President for Publications and President of the society aware of the candidates being considered. The functions of each body and officer need to be well understood by all involved: the search committee's function is to identify and evaluate applicants, and to select and recommend candidates from the applicants; the Publications Board reviews those candidates and makes its recommendations to the President; the President evaluates, selects and appoints the EIC from the candidates brought forward by the Search Committee; and the Board of Governors reviews and consents to the appointment.

4. Early in the search process the committee shall ask each candidate applicant to prepare a dossier including:

a) ~~To obtain~~ a letter of institutional/employer support for this editorship, should ~~it~~ the position be offered.

b) ~~To prepare and provide~~ a plan or vision statement that details the prospective course of action that the candidate applicant projects to take with respect to the publication. This plan shall include: (1) the candidate applicant's perspective of the publication ~~to include~~ including challenges and opportunities, (2) the tasks of the EIC to meet the challenges and to exploit the opportunities, (3) the objective milestones associated with the intermediate and final accomplishment of these tasks, (4) the projected schedules for the accomplishment of these milestones, (5) the projected organization which will accomplish these tasks, and (6) the funding requirements to accomplish these tasks.

c) A resume, including publications and editorial experience.

These are necessary conditions for consideration an applicant to be considered as a candidate.

5. The Search Committee shall recommend two or more candidates to the Publications Board. In exceptional cases where the Search Committee recommends only one candidate, the committee must report on attempts to find other qualified candidates.

6. After the search committee selects its top candidate(s), the chair shall discuss the committee's recommendations with the Vice President for Publications and the President and prepare the committee's report. The report shall provide an overview of the search process and recommend the candidate(s) for the EIC position. The committee report along with the dossiers of the ~~successful~~ candidate(s) shall be securely distributed electronically to the members of the Publications Board at least 15 days before the meeting at which the recommendations are to be considered. The Publications Board shall maintain the confidentiality of the information. In extraordinary circumstances the Vice President for Publications may waive or reduce the time allotted for Publications Board review.

7. The search committee reports its findings and recommendations to the Publications Board in executive session. Those included in the executive session are the voting and non voting members of the Publications Board, the President of the society, and members of the search committee.

8. The Publications Board reviews the recommendations of the Search Committee and endorses all, some or none of the candidates. The Publications Board shall make its recommendation to the President in confidence. No public disclosure of the candidates' identities shall be made until after the ~~president has agreed to the new EIC has been notified of his/her appointment.~~

9. As provided in the bylaws, the final step in the process occurs when the President ~~selects an appointee from the candidates brought forward by the search committee and~~ presents the appointment to the Board of Governors for concurrence ~~as provided in the bylaws. This should include a copy of the ~~successful candidate's~~ appointee's plans. The Vice President for Publications shall provide a written executive summary of the search process report to the Board of Governors ~~any exceptional circumstances that were part of the search.~~ The Board of Governors may consent to the appointment of the President's appointee, in which case the President shall make the appointment. If the Board of Governors refuses consent, then the President in conjunction with Vice President for Publications and the Publications Board shall prescribe a course of action. The President shall direct the Vice President for Publications to initiate a new search, may bring forward a second candidate that has been recommended by the search committee. If the President is unable to identify an acceptable appointee from those candidates presented, the Board of Governors shall be informed and a new search initiated.~~

10. Editors-in-Chief may be appointed for a maximum of two consecutive terms for a given position. ~~The total time shall not exceed four years, except for an initial EIC of a new series publication. A term is two years but may be extended to no more than three years in the case of a new publication, the unexpected replacement of an EIC, termination of a publication, or other extenuating circumstances. The exact duration of an extended term will be indicated at the time of appointment of the new EIC.~~ At the discretion of the Vice President for Publications, the first two-year term of office of the first Editor-in-Chief shall begin with the appearance of that publication.

9.2.9. Reappointment of an Editor-in-Chief

1. An Editor-in-Chief who is serving his/her first term is eligible for reappointment. The Vice President for Publications shall ask his/her willingness to serve a second term fourteen months before the end of the first term. If the Editor-in-Chief is not willing to serve a second term, the process defined in 9.2.8 shall be followed in selecting a new Editor-in-Chief.

2. If the Editor-in-Chief is willing to serve a second term, the Vice President for Publications shall appoint a Search and Evaluation Committee to evaluate the Editor-in-Chief's performance. The EIC shall prepare and submit his/her dossier as defined in 9.2.8.4 and include his/her accomplishments during the past year.

3. The Search Evaluation Committee shall seek input from the periodical's editorial board, the Computer Society Publications' staff, and the Publications Board and prepare its report with a recommendation on reappointment. The report along with the dossier of the Editor-in-Chief shall be securely distributed electronically to the Publications Board at least 15 days before the first meeting of the year. In extraordinary circumstances the Vice President can waive or reduce the allotted time for Publications Board review.

4. The Search Evaluation Committee's recommendation on reappointment shall be presented to the Publications Board in executive session at the first meeting of the year. If the Search Evaluation Committee recommends reappointment, the Publications Board endorses reappointment and the President elects to reappoint the Editor-in-Chief for a second term, the reappointment shall be presented to the Board of Governors for their consent. If there is not agreement on reappointment, then the a Search Committee shall be appointed and shall follow the procedures in 9.2.8 in seeking and recommending additional candidates. The Editor-in-Chief may be considered as one of the candidates.

9.2.9 10 Editor-in-Chief Appointments of Computing in Science & Engineering

1. The Search Committee for the Editor-in-Chief of Computing in Science & Engineering will be appointed jointly by the Computer Society Publications Board and the American Institute of Physics (AIP).

2. The Search Committee will bring forward one candidate for appointment or reappointment. This recommendation will be communicated in advance to the AIP appointment officer before discussion at the Publications Board.

3. The Publications Board will recommend one candidate for joint appointment by the Computer Society and the AIP Presidents.

C. Section 16, Finances

Motion 24A: King moved for the Constitution & Bylaws Committee, "MOVED, that the Executive Committee of the IEEE Computer Society approve a modification to *Policies & Procedures Manual* Section 16, Finances:" Motion carried.

Action 24C: ExDir. Due: ASAP. BOG 02/01. 24C. Update the master PPM document to reflect the revisions to Section 16.

SECTION 16 FINANCES

16.0 PRECEDENCE OF DOCUMENTS

The financial operations of the society are governed by the society's constitution and bylaws, and by applicable bylaws, policies, and procedures of the IEEE. Nothing in this document shall be construed as taking precedence over those basic documents.

All expenditures or other financial transactions made by society officers, other volunteers, and staff must be in compliance with the above referenced documents and the provisions of this section. Any exceptions to the procedures set forth in this manual or in the referenced documents must be approved by the president, the Executive Committee, or the board, according to the exception.

16.1 FINANCE COMMITTEE

The Finance Committee is a standing committee of the Board of Governors, charged with recommending financial policy and budgets to the board. It shall be composed of the treasurer (chair), the president, president-elect, immediate past president, and the secretary. The executive director and the director of finance and administration will be ex-officio, nonvoting members of the committee. The vice presidents or their representatives will be non-voting members of the committee, and as such will not be required to attend extraordinary meetings of the committee.

16.1.1 Budget Development

The committee is responsible for coordinating the budget development process.

1. Each year at the spring (first) meetings week, the Finance Committee will provide each program board with a budgetary target (or targets) for the following year.
2. Five months prior to the IEEE deadline, each program board will submit to the treasurer a plan and budget that meets the assigned targets, whether it is a limit on the program subsidy or a surplus of a certain size. The plan and budget will be constructed in budget decision module form with the aim of facilitating endorsement or amendment at subsequent steps in the budget approval process. Plans which require initial investments in a multi-year context are permitted. All new unfunded initiatives and plans are due five months prior to the IEEE deadline.
3. Any board may submit an appeal of its assigned target(s) with its plan and draft budget, attempting to demonstrate to the Finance Committee, Executive Committee, and/or Board of Governors why it should be amended. However, such an appeal shall not relieve the board of its responsibility to construct a plan and budget that will meet the target as assigned, but that plan may be supplemented with arguments as to why the target is inappropriate.
4. At the second meeting of the year the Finance Committee will review the recommended plans and make its recommendations regarding page budgets and pricing to the Executive Committee and Board of Governors for ultimate review and approval. This action, taken in the context of preliminary approval of all the other program budgets, largely establishes the income of the society for the following year.
5. At the second meeting of the year the Finance Committee will provide comments and suggestions, and possibly revised targets, for all program boards.
6. All program boards will submit to the treasurer final plans and budgets to meet their targets two (2) months prior to the IEEE deadline.
7. The Finance Committee will prepare a draft recommended budget for circulation 30 days prior to the IEEE deadline. The Finance Committee will consider any further information or appeals that any of the program boards wish to suggest, meeting in a formal hearing format.

8. The Finance Committee's final recommendations for the following year's budget will be presented to the Board of Governors for review, amendment, and approval 15 days prior to the IEEE deadline.

9. The final approved budget by the Board of Governors will be sent to the IEEE by 1 September (IEEE deadline).

10. After the first year cycle (1991) of this modified budgeting and planning process the Finance Committee will extend the planning horizon by providing budgetary targets for two years out at the first meeting of the year, and each plan and budget developed by the program boards will be required to include a second projected year budget in addition to the budget plan for the following year.

11. Beginning with the third year (1993) of implementation of this process, the budgetary planning horizon will be extended to three years.

16.1.2 Budget Monitoring

The committee is responsible for monitoring the current year income and expenditures relative to budget. It shall seek to anticipate potential problems, and to make recommendations for budget changes as appropriate.

16.1.3 Investments

The committee is responsible for determining policy on investment strategy for society funds. The committee is responsible for developing both short- and long-term financial plans and to develop financial policy options for the society.

16.1.4 Budget Modifications

All proposals resulting in full-year equivalent budget modifications of over \$100,000, including new staff positions, must be presented to the Finance Committee prior to presentation to the Executive Committee and board. It shall be the responsibility of the Finance Committee to make recommendations to the board and Executive Committee on such proposals. Individuals, boards, or committees making proposals for budget modifications of less than \$100,000 may seek the recommendation or endorsement of the Finance Committee, but are not required to do so, before seeking presidential, Executive Committee or board approval.

16.1.5 Financial Policies & Procedures

The Finance Committee is responsible for reviewing any proposed financial policy or procedure, and for recommending new policies and procedures as may be required for incorporation in the Policies and Procedures Manual.

16.1.6 Meeting Scheduling

Finance Committee meetings are to be scheduled in such a way as to permit, to the extent possible, consideration of proposals having financial implications prior to their submission to the Board of Governors.

16.2 BUDGET DEVELOPMENT

16.2.1 Fiscal Year

The fiscal year of the society is January 1 through December 31.

16.2.2 Expenditure Approval Within the Approved Base Budget

The existence of an approved base budget gives to the president, to the Executive Committee, and to each vice president, and to the standing committee chairs, within their respective areas of responsibility, the authority to approve expenditures within their respective budgets. Expenditures

for reimbursements for travel expenses must be approved according to current society regulations.

The president and vice presidents may, by writing to the treasurer, delegate their authority to approve expenditures to a total within or below the dollar amount specified for specific budget line items in the approved base budget to specific society members who require it by virtue of their offices. Persons with authority to approve expenditures have the responsibility to stay within the authorized total. The director of finance and administration will provide budget versus actual reports on a regular and timely basis.

16.2.3 Expenditure Approval in Excess of the Approved Budget

Incremental expenditures for specific account number items which cause the total amount spent for those items to exceed the budgeted amount, may be approved by the following parties until the cumulative totals indicated are reached:

Executive Committee -- \$100,000 or less per operating or capital budget line item per meeting up to a cumulative total (across all budget lines and meetings) of 5% of the approved base budget.

President -- \$25,000 or less per operating or capital budget line item up to a cumulative total of 2.5% of the approved base budget.

Treasurer -- \$0.

Unless expressly provided for elsewhere in this manual, vice presidents do not have authority to spend in excess of their total budget allocation. Vice presidents do have the authority to authorize expenditures within a cost center that vary from the approved budget at the individual budget line detail level as long as the cost center total budget is not exceeded. Similarly, the executive director may authorize variances from individual budget lines for office operations, but may not exceed the approved total office operations budget.

A spending action by the president or the Executive Committee under the authority specified in this section constitutes an automatic amendment of the budget to the amount approved. All such spending actions and budget amendments shall be reported to the treasurer who shall revise the budget, and who shall report such actions and amendments to the board by appropriate publication in the agenda book.

16.2.4 Financial Exigency

The Executive Committee may limit or suspend the expenditure authority associated with any account or set of accounts due to fiscal irregularities or financial exigency. Any such limitation must be reported in complete detail to the board within 30 days by the person who was treasurer at the time.

16.2.5 Board Action

The board may, by resolution at any meeting or via between-meeting ballot as provided elsewhere in this manual, amend the budget, either implicitly or explicitly. An explicit amendment will state a dollar amount to be associated with a specific budget line. Implicit amendments are associated with approval of a new program or service, the proposal for which sets forth the budgetary impact, the approval of a new staff position, and other similar actions which affect the budget. The treasurer shall revise the budget as appropriate and the new budget will be known as the amended budget.

16.2.6 Budget Publication

The *Agenda Book* for each meeting of the board should contain a budget report by the treasurer that includes the approved base budget or the amended budget for the current year, so labeled. The *Agenda Book* for meeting 1 should also include the amended budget and the current

projection for the prior year. The budgets in the agenda books for subsequent meetings should include the projection for the current year. The treasurer's report should include a summary of changes since the last budget was distributed, and a summary of spending actions constituting amendments to the budget by the Executive Committee and the president.

16.2.7 Financial and Budgetary Guidelines and Targets

Over the long term, the Computer Society should operate at levels which produce sufficient surpluses to maintain its reserves at levels which will ensure its continued financial health. Annual operating budgets should be consistent with this long-term objective. Deficits should be corrected or avoided by increasing dues and other charges for services when expenses cannot be reduced without eroding the quality of the products and services provided to the membership. Reserves should be maintained to provide for the financial security of the society, to provide increased or new member services, to fund special projects, to provide initial start-up funding for new programs, to acquire capital equipment needed for the conduct of the society's programs, and to protect the society from short-term financial exigencies.

As guidelines for budgetary planning, the society should seek to maintain an end-of-year total reserves (net worth) position equal to 20% of the current year operating expenditures. The guideline for liquid reserves (current assets less inventory and current liabilities) should approximate 5% of the current year operating expenditures.

Each year the Finance Committee should recommend and the Board of Governors should adopt an operating budget with a minimum budgeted surplus of \$500,000. Should reserves levels drop below 80% of the guideline levels as defined above, budgets with a minimum surplus of \$750,000 will be adopted until the reserves are restored to guideline levels.

16.2.8 Operating Budget Guidelines

Services sold to members (e.g., society publications and conference activities) should have a goal of being at least self-supporting. This is defined as income derived from all sources for a given service equaling total expenses incurred to provide that service, including an allocated share of general and administrative expenses. (A portion of the Computer Society dues income should be allocated to Computer magazine, as it is provided to all members as part of their membership.) Moreover, attempts should be made to generate surpluses in those programs where it is possible to do so in order to cover the operating expenses of programs that have no income, to generate funds for reserves, to fund new projects, and to subsidize programs consistent with the society's purposes.

Prices of services offered to members shall be set high enough to cover the incremental cost of providing those services. This should be done so that increasing numbers of members taking advantage of a given service, or increasing total membership, will not create or increase a deficit for that service. Special rates for students may be an exception to this guideline.

Special projects, one time expenditures, and start-up costs for new services may be subsidized. Windfall net income, regular operating income in excess of expenses, and available reserves should be used to finance such ventures.

A long range planning perspective may take precedence over these guidelines, and may require or allow certain activities to show a deficit over time.

Further, the board may decide that certain activities should be subsidized as an important service to the membership or profession independent of their ability to be self-supporting. Such decisions should be explicit. Funds for such subsidies must be generated by surpluses in other programs.

16.2.9 Allocation of Operating Costs to Program Cost Centers

Costs of society office operations not directly attributable to given functions or services shall be allocated among the functions and services provided by the offices according to an algorithm and

procedure developed by the director of finance and administration. The algorithm shall be approved by the Finance Committee.

16.3 TRAVEL REGULATIONS

16.3.1 Travel Reimbursement

Except for members of the Executive Committee and society staff members, travel expenses are generally not paid by the society. However, vice presidents may approve travel expenses within the limitations of their own budgets, providing that such expenses are consistent with the specific travel regulations set forth in this section. Any exceptions to the restrictions on travel and travel reimbursements must be approved by the president of the society.

16.3.2 Executive Committee Travel

Executive Committee members may travel on society business at society expense at their own discretion if they feel expenses cannot or should not be covered by other sources. The president shall monitor the expenditure of society funds for this purpose and may initiate any action or restriction of such discretion deemed appropriate.

16.3.3 Specific Travel Regulations

The purpose of these travel regulations is to provide guidelines for reimbursement of travel expenses by employees, officers, or others using society funds for travel related to society business.

16.3.3.1 Permission to Travel Using Society Funds

Permission to travel using society funds must be approved in advance by the responsible officer.

16.3.3.2 Staff Travel

Staff travel must be approved by the chief staff executive or other staff manager to whom that responsibility has been delegated by the chief staff executive.

16.3.3.3 Request for Travel Approval and Travel Advance

Prior to any travel a request for travel approval must be approved by the appropriate officer or staff manager. A copy should be forwarded to the director of finance and administration.

Upon receiving the "Travel Approval," the traveler may request a travel advance from the director of finance and administration, who may advance all estimated expenses, provided that they are reasonable and customary.

16.3.3.4 Permissible Charges

All travel expenses must be reasonable and customary. Air fare less than or equal to standard coach fare is permitted. Discounted fares should be used when available. The society will pay penalties associated with the cancellation or change of discounted tickets for authorized society travel of volunteers or staff caused by circumstances beyond the traveler's control. If railroad fare exceeds air fare available at the time, only the air fare cost will be allowed. Rental automobiles are allowed when public transportation would not normally be utilized for personal travel, or when the use of a rental car is more economical than travel by common carrier. All bus travel charges are allowable.

The lowest cost form of local travel should be used whenever possible. Use of one's personal automobile may be reimbursed at the current rate per mile established by the IEEE. Total expenses, including tolls, may not exceed allowable air fare and expenses which would have been incurred if air transportation were used. Current IEEE policies (e.g., rental automobile collision insurance, piloting private aircraft, etc.) also apply.

Allowable room charges are those which would be incurred by a prudent traveler. Food and beverage charges, including tips, in excess of \$35 per day must be accompanied by original receipts and justification.

All other expenses incurred during the course of travel on society business not explicitly listed herein should be reasonable and customary.

16.3.3.5 Travel Expense Accounting -- Procedure for Reimbursement

The request for reimbursement form submitted to the director of finance and administration must account for all monies expended on travel. If a signed "Travel Approval" form (or equivalent provided by electronic mail) has not previously been furnished, a copy of the approved request must be included with the travel expense account form or the reimbursement form must be approved by signature of the responsible vice president or other officer. Travel expense accounting should be filed within 30 days of the completion of the travel. The director of finance and administration is responsible for assuring that travel expenses are within society policy before authorizing reimbursement unless specific exceptions have been approved. Single charges above \$25 (including meals) should normally be accompanied by receipts or other explanation. The director of finance and administration is responsible for seeing that appropriate documentation of expenses is provided by travelers requesting reimbursement.

16.4 TREASURER

16.4.1 Disbursement of Society Funds

The treasurer is responsible for monitoring all society assets in keeping with society policy. However, as a matter of practical operation, disbursements required for day-to-day operations are made by appropriate society and IEEE staff. The IEEE holds some society funds, disburses payroll checks, and provides accounting of all such disbursements to the society. Each Computer Society office also disburses funds as necessary for its operation.

Responsibility for all such disbursements is delegated by the treasurer to the executive director, who in turn delegates financial authority to other society staff, doing so in a formal memorandum of financial authority that explicitly sets forth the level of authority of each staff position. All receipts and disbursements are recorded and reported in monthly financial statements to the treasurer and other volunteer leaders, as appropriate.

~~All checks in an amount greater than \$100,000 require two authorized signatures, one of which shall be that of the chief staff executive.~~

16.4.2 Investment of Funds

The director of finance and administration, under the guidance of the treasurer, invests society funds in programs established by the IEEE. ~~between the various operating accounts and IEEE and other investment options as appropriate within such policy guidelines as may be established by the Finance Committee and board.~~ Investments should be monitored and revised as appropriate on a timely basis.

16.4.3 Reports

The treasurer must monitor the receipt, expenditure and investment of all society funds, insure they are within budget, and at each board meeting report the status of such funds to the Executive Committee, Finance Committee and board. The treasurer shall also submit society financial reports to the IEEE as required by the bylaws and policies of the society and the IEEE.

16.5 PUBLICATIONS

16.5.1 Periodical Fees & Page Budgets

It is the responsibility of the vice president for publications, in cooperation with the treasurer, to each year recommend editorial page budgets and the fee structure for all society periodicals. Such

recommendations for all applicable fees must be submitted to the Finance Committee at a time which allows for board approval consistent with IEEE schedule requirements.

16.5.2 Editorial Page Budgets

It is the responsibility of the editors-in-chief of the society periodicals to insure that the pages published remain within the editorial page budget for their respective publications. It is the responsibility of the vice president for publications to monitor these page budgets and to approve any pages in excess of budget. The vice president for publications may approve up to sixteen (16) pages (two signatures) above the approved budget for each periodical. Such excess page approval must be reported to the treasurer who will make an automatic amendment to the page budget in that amount, and report the amendment to the Executive Committee and the board. Proposals to exceed the editorial page budgets by an amount greater than that which may be authorized by the vice president for publications are subject to prior approval via the "Budget Modification Process" as provided in this section.

16.5.3 Reimbursement of EIC Expenses

Expenses of the editor-in-chief of each society periodical and the Press may be reimbursed up to the limit established in the budget line item for that purpose. Editor-in-chief expenses are normally limited to operating costs. Such expenses must be in compliance with society guidelines as regards travel and other expenditures. Any capital equipment must be approved and accounted for as provided in section 16.10.

16.5.4 New Publications

The vice president for publications may approve "seed money" for the exploration and development of new publications, subject to the amount budgeted for that purpose.

16.6 CONFERENCES AND OTHER TECHNICAL MEETINGS

16.6.1 Proposals for Conferences, Tutorials, and Workshops

Proposals for conferences, tutorials, and workshops must be submitted on a (TMRF), as approved by the Conferences and Tutorials Board, to the director of volunteer services. Budgets shall be shown in detail. Financial guidelines for approval of such meetings are documented in another section of this manual and in the *Technical Meeting Handbook* published by the Conferences and Tutorials Board.

16.6.2 Approval Process

Meetings with total expense budgets less than or equal to 1% of the latest actual annual total expenditures of the society may be approved by the vice president for Conferences and Tutorials, and subsequently reported to the board. Meetings with total expense budgets between 1% and 2% of the latest actual annual total expenditures of the society may be approved by the Conferences and Tutorials Board. All meetings with expense budgets in excess of 2% of the latest actual annual total expenditures of the society must be approved by the Board of Governors.

16.7 PROGRAM BOARDS

It is the responsibility of the vice presidents and standing committee chairs to submit a budget for boards and committees in their respective areas of responsibility. Each vice president may approve travel expense requests, newsletter printing and mailing requests, other meeting, printing and similar expenses, and other expenses in their respective areas of responsibility, within the associated budgeted line items and in keeping with society policies.

16.7.1 Checking Accounts

1. Separate checking accounts may be kept by conference, standards and technical committees and other society entities if the operation of the accounts conforms to the policies herein. Such accounts may be established either through the IEEE concentration banking program (Mellon Bank) in North America, at any local Merrill Lynch, Pierce, Fenner & Smith office through the society's Working Capital Management Account (WCMA), or with a local bank. Mellon Bank

~~WCMA~~ account opening documents are available through the director of finance and administration.

2. If a separate locally based checking account is kept:

- a. A designated representative shall be nominated by the appropriate committee chair and approved by the appropriate vice president.
- b. Upon receipt of account signature cards signed by the designated representative, and the name, address, and telephone number of the bank, the executive director or his designee shall sign the signature cards and return these to open the checking account.
- c. The Computer Society executive director or his designee must have access to the checking account and must receive a copy of the monthly statement of account.
- d. At the conclusion of the committee's activities, the checking account shall be closed and the final balance submitted to the Computer Society with the final report.
- e. The balance of any checking account shall not be in excess of \$10,000 without the explicit approval of the appropriate officer of the society. Any funds in the checking account in excess of that amount shall be transferred by the designated representative back to the Computer Society. These excess funds from the checking account shall be credited to the appropriate entity or activity in the society accounting records.

16.7.2 Technical Committee Reports

The technical committee shall ensure that an annual financial report is written to the vice president for standards, with copy to the executive director, identifying the specific amounts raised via the various charges, fees, etc., and identifying the specific amounts expended for each purpose.

16.7.3 Computer Society Reports

1. Monthly reports shall be provided to the sponsoring technical committee.
2. IEEE Computer Society Treasurer shall include in the Computer Society annual financial report, the income, expenses, and balance of each special account.

16.7.4 Exclusions

Technical meetings falling under the jurisdiction of the vice president for conferences and tutorials, e.g., conferences, symposia, and workshops, will continue to be administered by the vice president for conferences and tutorials and do not fall under this policy.

16.8 FINANCIAL ADMINISTRATION

Staff administration of the society's financial affairs is divided among its several offices and the IEEE offices in New York and New Jersey.

16.8.1 IEEE New York/New Jersey

IEEE maintains a portion of the society cash and invests it, returning the interest to society accounts. IEEE staff also expend society funds directly for payroll expenses for staff, and for administrative and other charges and taxes levied on the society by IEEE. IEEE may also expend society funds for publication of the transactions accomplished through the IEEE Publications Office, but whenever possible invoices for such expenses are forwarded to the societies for payment. Member dues income, subscription fees, some publications sales income, and some other funds received by the IEEE are credited directly to society accounts. Computer Society officers and staff are informed of income and expenditure transactions processed through IEEE via ex post facto reporting.

16.8.2 Washington Headquarters

The Washington, D.C. Headquarters Office maintains the society's central accounting records and makes most of the disbursements of society funds. The Headquarters' finance and accounting staff produce monthly cost center budget versus actual reports and the monthly society income statement and balance sheet reports, and maintain the society's budget planning models.

16.8.3 Publications Office

A small accounting operation is maintained in the Publications Office in Los Alamitos, CA for the purpose of processing cash income resulting from the sales of Computer Society Press publications, magazine advertising, and new member and subscription fulfillment. This office expends some funds associated with the publications programs on an emergency basis, with most payables forwarded to the Publications Office for payment. All accounts associated with the operation of the publications office are consolidated and maintained in the headquarters accounting system.

16.8.4 International Offices

The society's offices in ~~Brussels, Belgium, and~~ Tokyo, Japan, and such other international offices as may be established in the future, receive funds primarily from membership and subscription enrollment, and from the sale of Computer Society Press publications. Funds are expended for the operation of the offices and the shipment of publications to members and other customers. Subsidiary accounting systems are maintained in ~~each office~~ Tokyo and reports are submitted to the Washington Office monthly for consolidation with the central accounting records.

16.8.5 Handling of Funds

Each society office may maintain checking accounts, receive funds, and issue checks for disbursements as authorized by the executive director. Checks received are to be restrictively endorsed as soon as received.

All receipts shall be deposited daily. The director of finance and administration is responsible for seeing that appropriate cash processing controls are implemented.

Checks for petty cash required for office operations are not to be drawn to cash, but are to be made payable to the petty cashier. Petty cash shall not exceed ~~\$200.00~~ \$500.00 in any office.

The monitoring of cash flow requirements and the appropriate transfer of funds among the society's several accounts to meet those requirements is the responsibility of the director of finance and administration. Funds maintained by the publications and overseas offices shall be minimized, consistent with prudent business practice regarding their operation, and all funds held in interest bearing accounts to the extent it is possible and prudent to do so.

16.8.6 Financial Reporting

The director of finance and administration shall submit monthly reports of income and expenditures to the treasurer as soon as practicable. These consolidated reports shall incorporate income and expense data for each program cost center, including conferences, individual periodicals, Computer Society Press, and all other society programs.

16.8.7 Bonding of Personnel

Society staff are covered by the IEEE master fidelity policy to the extent specified therein.

16.8.8 Contracts for Services and Similar Liabilities**16.8.8.1 Signature Authority**

Signature authority for all contracts is vested in the executive director, who shall have the authority to delegate such signature authority to other staff within specified limits. Volunteers should not sign contracts.

16.8.8.2 Competitive Bids

Staff managers will normally seek alternative price quotes for all significant expenditures, consistent with prudent business practice. Contracts or purchases with a face value or expected liability in excess of \$25,000 should be subject to a formal competitive bid process unless specifically excepted by the executive director for reasons of expediency. Any such exceptions must be reported by the executive director to the president and treasurer. Contracts or purchases with a face value or expected liability in excess of \$100,000 will be subject to formal competitive bid procedures without exception.

16.8.9 Delegated Staff Financial Authority

The executive director shall issue, and periodically update as appropriate, an administrative memorandum detailing the delegated financial authority of each staff manager having such authority, setting forth the nature and limits of such authority. The director of finance and administration shall be responsible for assuring conformance with those limits.

The executive director, or other staff to whom he may delegate the authority, is authorized to certify resolutions that may be required by financial or other institutions for the conduct of routine business of the society. Such business may include opening bank accounts, securing lines of credit, and investing society funds. No resolution shall conflict with the purposes, policies, or procedures of the society or the IEEE.

16.9 CAPITAL EQUIPMENT POLICY

Capital assets are those assets acquired for long-term use and possession. Examples are buildings, and equipment. In accounting for capital expenditures, charges are made to asset accounts, not operating expense accounts. Capital expenditures should not be confused with operating expenses, which are charged to the income and expense of the period. Careful distinction between the two is necessary in order to maintain accurate records of current period surpluses and deficits, assets, liabilities, and inventory of capital assets. Capital equipment depreciation is an expense for the current period, reducing the value of the asset on the balance sheet.

The Computer Society shall follow IEEE guidelines, capitalizing all assets with a value (cost) over a certain limit (\$1,000 in 1989), and which meet other capital asset requirements according to generally accepted accounting practices.

16.9.1 Capital Budget Authorization

The executive director shall prepare a capital budget for each year and shall present it to the Finance Committee and Board of Governors for approval at the meeting at which the annual operating budget for the next year is approved. The board (and the Executive Committee and president, within the limits of their financial authority as set forth elsewhere in the society's policies and procedures) may make amendments and additions to the capital budget at any time. All proposals for capital equipment shall specify purpose and estimated maintenance costs. Items whose unit costs exceed the then-current value as set by the IEEE Executive Committee shall also require the approval of that body.

16.9.2 Capital Equipment Loans to Volunteers and Non-employees

The society shall follow prudent business management in accounting for capital items. In general, all capital items shall be housed within the society's offices. Loans of capital equipment to volunteers or other non-employees may be made under exceptional circumstances on the approval of the president, and the recommendation of the officer of the society fiscally responsible for the function that requires the equipment. Such loans are to be conditioned on the best interests of the society and the equipment need of the individual in performing a society function.

The director of finance and administration shall develop appropriate procedures, to be approved by the treasurer, to assure that appropriate records are maintained on the loaned equipment. Such procedures shall document:

1. the purpose of the loan, and its expected duration,
2. a description of the loan item or items, with identifying information (i.e., serial numbers),
3. a statement that the individual agrees the loan is only for society purposes, agrees to exercise reasonable and prudent care of the equipment, and agrees to return the loaned item or items at the society's request,
4. clear responsibility of a society officer for the equipment.

At the end of their terms, all officers shall resolve the status of each loaned item for which they are responsible.

16.9.3 Procedure on Capital Item Approval and Purchase

Capital items authorized in the capital budget, as amended, including equipment intended to be used by volunteers, shall be purchased by society staff according to procedures established for such purchases by the director of finance and administration and approved by the executive director. Competitive bids will be utilized where appropriate. Proper documentation of all capital transactions shall be maintained as required for adequate accounting records and depreciation schedules.

16.9.4 Capital Equipment Disposal

The executive director is responsible for capital equipment disposal in accordance with society and IEEE policies.

D. Section 21, Human Resources

Motion 24D: King moved for the Constitution & Bylaws Committee, "MOVED, that the Executive Committee of the IEEE Computer Society approve a modification to *Policies & Procedures Manual* Section 21, Human Resources:" Motion carried.

Action 24D: ExDir. Due: ASAP. BOG 02/01. 24D. Update the master PPM document to reflect the revisions to Section 21.

SECTION 21 HUMAN RESOURCES POLICIES

21.0 CHANGES IN POLICIES

The human resources operations of the society are governed by the society's constitution and bylaws, and by applicable bylaws, policies, and procedures of the IEEE. Nothing in this document shall be construed as taking precedence over those basic documents. No society human resources policy as documented in this section may be changed, altered, or modified in any way except in writing after approval by the Personnel and Compensation Committee.

21.1 COMPUTER SOCIETY EMPLOYEES

IEEE Computer Society employees are technically employees of the IEEE. However, the policies set forth herein apply only to those employed in the U.S. offices of the society, not to other IEEE employees, and not to the employees in IEEE Computer Society offices in ~~Brussels or Tokyo~~.

21.2 HIRING AND PROMOTION

21.2.1 Employment at Will

The IEEE Computer Society and its employees have an employment relationship which is known as employment at will. This means that either the society or the individual employee has the right to terminate the employment relationship at any time for any reason or for no reason at all.

21.2.2 Equal Employment Opportunity

The IEEE Computer Society fully supports the concept of equal employment opportunity regardless of race, sex, or other legally-prohibited classifications and will strive to treat all employees equally in all employment practices and conditions of employment. The society will not discriminate against any employee or applicant for employment by using any criterion which is prohibited by federal, state, or local law. These laws prohibit discrimination against employees or applicants for employment because of race, religion, color, national origin, age, sex, marital status, or disability. Local and state laws may contain additional protections. These laws apply to all terms or conditions of employment and all employment decisions, including hiring, promotion, transfer, demotion, selection for training, recruitment, advertising, layoff, termination and disciplinary actions. The society will strive to comply fully with all laws prohibiting discrimination in employment.

This policy does not apply to situations where the law recognizes an exception to prohibitions against discrimination, such as bona fide occupational qualifications, where a job can legitimately be performed only by a person of a specific gender, or employment that would create a serious threat to the health or safety of the employee or others. In practice such an exception is rarely applicable and therefore requires the advance approval in writing of the executive director upon recommendation of the human resources administrator.

Any manager who uses any illegal or impermissible criteria to discriminate against another employee or applicant for employment can be subject to disciplinary action, including termination.

21.2.3 Employee Qualifications

The society is firmly committed to selecting and employing the best and most qualified person for the available position without discrimination of any kind. The society will seek to provide a thorough and interesting introduction to our operations for each new employee so that he or she can begin the new position on the best possible footing. Managers should encourage in each employee a positive attitude toward the society and their individual jobs.

21.2.4 Staff Organization

The executive director shall develop and maintain a staffing plan for the total staff operation of the society. It shall take into account the evolving needs of the society, changing patterns of responsibility, and budgetary constraints. The executive director's plan shall have the goal of balancing workload demands of management and volunteers against available resources. The plan shall be presented to the Board of Governors for adoption each year.

21.2.5 Modifications to the Staffing Plan

Approval of modifications to the staffing by the Board of Governors may take the form of specific actions, approval of a budget or staffing plan amendment which explicitly incorporates such changes, or approval of a new or expanded program the proposal for which explicitly sets forth the need for such additions or other changes. In addition, the executive director is authorized to make such changes as he/she deems appropriate, including redefining, deleting, or adding positions, provided that such changes may be accomplished within the operating budget for staff salaries as approved by the board. All such changes shall be explicitly reported to the Board of Governors at its next regular meeting following the implementation of the change.

21.2.6 Recruitment

When a staff vacancy exists, whether a new position or one created by a resignation, the position will not be advertised, nor will any other recruiting steps be initiated, without explicit prior approval by the society's executive director. Recruitment for any staff vacancy should be carried out by the manager for that position, with the active participation of the person next higher in the management structure, and with the assistance of the human resources administrator. All decisions regarding the hiring or promotion of staff to fill vacant positions require the review and

approval of the executive director prior to commitments being made to the prospective or current employee proposed to fill such vacancies or for promotion in grade.

21.2.7 Promotions

It is the policy of the IEEE Computer Society to encourage promotions from within current staff. When an opening occurs, the responsible manager should first consider current staff members, both in that department and in other society departments. All position vacancies should be posted on office bulletin boards for a minimum of ~~three~~ five days. In addition, notices of vacancies should be sent to the IEEE Personnel Department in ~~NY~~ NJ. Length of service may be one of the factors considered in choosing among internal candidates for promotion.

However, the objective of obtaining the best qualified person for each job remains primary, and the preference for internal candidates does not preclude external advertising and selection.

21.2.8 Employment of Relatives

An applicant closely related to an employee is not normally eligible for employment in a position that would result in one family member reporting to or reviewing the performance of another, directly or indirectly. Exceptions require the advance approval of the executive director. "Closely related" is generally interpreted to mean spouses, parents, children, siblings, in-laws, or members of the same household.

21.2.9 Executive Director

All personnel actions with respect to the position of executive director are the responsibility of the Executive Committee upon recommendation of the president.

21.3 DEFINITION OF COMPUTER SOCIETY STAFF POSITIONS

21.3.1 Classification of Employee Positions

All persons who are employed by the IEEE Computer Society and who are not covered by a separate, written contract will fall within one of the following categories, and will be paid biweekly, subject to certain withholding taxes and other required deductions.

Regular full-time employees work 40 hours per week. They are eligible for standard employee benefits.

Regular part-time employees work at least 20 hours per week but less than a full-time week. They are eligible for standard employee benefits. Earned benefits such as vacation and sick leave allowance are prorated according to time worked.

Non-regular employees work fewer than 20 hours per week or are employed full-time for a limited period, normally less than one year. Non-regular employees become eligible for paid society holidays after four weeks of employment provided they work their regular shift immediately before and after the holiday. They are not eligible for any other employee benefits, except worker's compensation, state disability, and unemployment insurance, as required by law.

Exempt and non-exempt employees - Under the Federal Fair Labor Standards Acts, executive, administrative, and professional employees are exempt from the minimum wage and overtime provisions of the law, provided they meet certain job duty and salary tests. All other employees are non-exempt and are eligible for overtime.

Each employee's status according to these classifications is determined by the executive director in consultation with the human resources administrator and appropriate staff manager.

21.3.2 Position Descriptions

A position description is required for every regular staff position. These descriptions are fundamental to sound management and salary administration. Each position description should include the position title; supervisor's title; positions supervised; a statement of the basic function of the position; a summary of type and breadth of contacts with volunteer leader and staff colleagues and others; a list of specific responsibilities; and a statement of minimal and desired qualifications for the position. Employees' position descriptions shall be communicated and made available to them, and routinely reviewed and updated.

21.3.3 Contract Workers

The IEEE Computer Society occasionally contracts for the services of the following outside workers to meet special needs. Contract workers are not IEEE Computer Society employees, are not on the payroll, and are not eligible for any employee benefits.

Agency workers are contracted by the relevant department with executive director approval through temporary employment agencies to provide short-term help for periods not to equal or exceed 1000 hours in a 12-month period. They are paid by the agency for time worked.

Free-lance workers are specialists, such as copy editors or ~~paste-up artists~~ graphics professionals, who work during hours and at a location *of their own choosing* on a self-employed basis. They are paid in accordance with a contract agreement approved by the executive director or his designee. No deductions are made for withholding taxes.

Consultants are self-employed professionals who work during hours and at a location *of their own choosing*. They are paid in accordance with a contract agreement approved by the executive director or his designee. No deductions are made for withholding taxes.

21.4 PERFORMANCE APPRAISAL

21.4.1 Staff Performance Appraisals

The employee's manager will continually assess the employee's performance as a normal part of the daily duties. In addition, a formal appraisal will be provided approximately six months after the beginning of employment and approximately on an annual basis thereafter. The purpose of the appraisal is to evaluate the employee's performance objectively and consistently to give a clear picture of where the employee stands in terms of performance standards. The performance appraisal shall be based on job performance and provide guidance in improving performance relative to the position description. Employees shall have the right to review the written appraisal, make written comments for inclusion in the permanent file with the performance appraisal, and to receive a copy.

21.4.2 Permanent Files

Copies of all appraisals, signed by each level of management up to and including the society executive director, will be maintained in a permanent file in the human resources administrator's office.

21.4.3 Chief Executive Officer

Performance appraisals of the chief executive officer shall be conducted by the president.

21.5 COMPENSATION

21.5.1 Compensation Philosophy

The goal of the society's compensation program is to provide, for each employee, compensation which is equitable based on the individual's position and performance, and is competitive for the geographical area and similar organizations. The compensation program shall follow the IEEE policies and procedures. To achieve these ends, the society seeks to:

- a. Provide for career paths for each employee by creating a system of positions with titles which reflect competence within each position.

- b. Evaluate each position using fair, consistent, quantifiable factors in determining its relative importance to the society.
- c. Cluster into classes those positions which have the same or nearly the same relative importance to the society.
- d. Establish a salary range for each class of positions, the mean of which is competitive in the market range for similar positions in other similar organizations and in the geographic markets in which society offices are located.
- e. Provide starting salaries and increases which will enable the society to effectively compete for, attract and retain the very best who have the potential to perform at the upper two levels (of a five point scale) of the performance appraisal range.

21.5.2 Compensation Policies

The IEEE Computer Society Personnel and Compensation Committee, is composed of the president, the president-elect (chair), the immediate past president, and the first and second vice presidents. This committee shall provide general policy guidance to the executive director in the area of staff compensation and shall perform such additional functions as are set forth herein.

21.5.3 Salary Ranges and Budgeting

The executive director shall propose a schedule of salary ranges for each position or class of positions which shall be approved each year by the Personnel and Compensation Committee prior to the Board of Governors' adoption of the annual budget for the following year.

21.5.4 Salary Approval

Except as provided in 23.5.5 and 23.5.6 of this section, salaries for all positions are set by the executive director, upon recommendation of the manager, within the approved ranges and within the total annualized rate of the budget approved for staff salaries calculated using the rates of exchange for salaries paid in currencies other than the U.S. dollar which were in use at the time the budget was adopted. When exceptional circumstances warrant, salaries exceeding the maximum of a position range by up to 15% may be approved, with the concurrence of the president. Any such exception should be reported to the Personnel and Compensation Committee and will normally lead to a revision of the range approved for that position at the next revision of the staffing plan.

21.5.5. Additional Review

Salaries for those staff members who report directly to the executive director will be reviewed by the president to ensure two levels of review. ~~With the exception of the executive director,~~ Salaries for staff whose compensation levels require review by the IEEE Compensation Committee (reference IEEE bylaws 313.9) shall be reviewed and approved by the IEEE Computer Society Personnel and Compensation Committee upon recommendation of the executive director.

21.5.6 Executive Director Salary

The salary of the executive director shall be set by the IEEE Computer Society Executive Committee after consideration of the recommendations of the president and the Personnel and Compensation Committee.

21.5.7 Overtime

If overtime is required and approved by a manager, non-exempt employees will be paid their normal straight-time hourly rate for hours worked up to 40 hours per week and at time and one-half their normal straight-time hourly rate for hours worked in excess of 40 hours in any week. For the purpose of computing overtime pay, holiday, vacation, or other paid time off will count as hours worked. In California, all non-exempt employees receive one and one-half times their

regular rate of pay for all hours worked in excess of eight hours up to and including 12 hours in any workday, and for the first eight hours worked on the seventh day of work, and double the employee's rate of pay for all hours worked in excess of 12 hours in any workday and for all hours worked in excess of eight hours on the seventh day of work in any workweek. Non-exempt employees should not normally be permitted to work overtime unattended or unsupervised. Exempt employees are not eligible for overtime pay.

21.5.8 Benefits

The IEEE Computer Society utilizes and participates in the fringe benefits program of the IEEE, including, but not limited to, medical insurance, dental insurance, life insurance, accidental death & dismemberment, retirement plan, 401K savings and investment plan, vacation, holidays, sick leave, tuition assistance, long-term disability, and travel accident insurance.

21.6 ATTENDANCE

Regular attendance is an essential requirement for continued employment. Any staff member who fails to maintain an acceptable record of attendance and has been adequately warned in writing about poor attendance may be dismissed. Every staff member is expected to report for work each scheduled work day unless incapacitated by illness or absent with prior approval of his or her supervisor. Regular attendance includes being punctual in reporting for work at the established time. Adequate attendance and punctuality are conditions of employment.

21.7 OFFICE CLOSINGS

The decision to close early due to snow or other weather conditions or due to other office conditions will be made by the site manager at each location: for the Headquarters Office, the executive director; for the Publications Office, the publisher; ~~for the European Office, the European region manager;~~ and for the Asia/Pacific Office, the Asia/Pacific region manager. In the event any of these managers are not on-site, they shall designate another manager who shall be authorized to make such decisions in their absence. Decisions to close an office should be communicated to the executive director and to the society president via telephone or electronic mail as soon as reasonably practicable.

21.8 BUSINESS AND PERSONAL CONDUCT

21.8.1 Personal Conduct

The IEEE Computer Society is a volunteer-led membership organization whose existence depends upon its members. Employees represent the society to its members and the public. Therefore, the society expects all of its employees to conduct themselves in a professional manner during all times they are on society premises or are conducting society business at other locations. Behavior contrary to the society's purpose is strictly prohibited. Any employee engaging in behavior contrary to the society's mission is subject to discipline, up to and including immediate termination. While it is not possible to create a list of all conduct which could subject an employee to discipline, the following list provides some of the types of behavior which may subject an employee, at the society's discretion, to immediate discharge.

- a. Sexual harassment of any society employee, member or other person doing business with the society.
- b. Reporting to work or any society function under the influence of alcohol or illegal drugs.
- c. Physical assault of any society employee, member or any person doing business with the society.
- d. Any material misrepresentation of fact made during the employee's initial application for employment, or application for transfer or promotion.

e. Theft, including any assistance or participation in any scheme to steal or defraud the society of money, goods, or services.

f. Insubordination, such as refusal to perform assigned duties.

21.8.2 Personal Phone Calls

Personal telephone calls should not be made during business hours or on business telephones. In order to assure the most efficient use of our facilities for society business, incoming personal telephone calls should also be limited to a minimum.

21.8.3 Loss of Personal Property

Each employee is responsible for the safety and protection of personal property. The society does not assume liability for loss or damage of any personal property on the premises or while on society business.

21.8.4 Personal Appearance and Housekeeping

Since the IEEE Computer Society is a membership and service organization, there is occasion for frequent and numerous visitors to our offices. It is essential, therefore, that all employees make a continuous effort to maintain a business-like appearance, avoiding extremes in attire in the office, and to keep work stations and work areas as orderly as possible. Managers are responsible for informing their employees if there is a problem in this regard.

21.8.5 Conflict of Interest

IEEE Computer Society employees may from time-to-time desire to work as consultants or free-lance workers or any other professional business activity for other organizations. Such employees must certify that any such outside activities will not interfere with fulfillment of their Computer Society job responsibilities. Formal approval is required by the appropriate executive staff manager, the human resources administrator, and the executive director. A signed *Conflict of Interest* form will be maintained in the permanent personnel file. Approval of employees' outside activities shall not serve to remove their obligation to devote full professional effort to fulfillment of their Computer Society responsibilities. In the event of any conflict of priorities, timing, or deadlines, the Computer Society activity shall in every instance take precedence.

21.8.6 Sexual Harassment

The policy of the IEEE Computer Society is that all personnel will work in an environment free from sexual harassment. The society will actively investigate any allegation of sexual harassment, and if it is determined that sexual harassment has occurred, the society will take appropriate disciplinary action, which may include discharge if the offender is an employee.

Sexual harassment consists of unwelcomed sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature when an employee's response to such conduct affects that employee's job status or work environment.

Such behavior by volunteers, contractors or other non-employees also will not be tolerated. All managers are required to investigate promptly any charges of sexual harassment and strive to prevent or eliminate all such sexual harassment in their respective departments or work areas and of their staff members in whatever activity they may be engaged.

21.8.7 Solicitation

The society believes that working time is for work and that its employees should not be disturbed on the job by solicitation and distribution during working time. All solicitation for products and services (including charitable organizations) during working time is prohibited. Working time is defined as the employees' scheduled working time, excluding lunch time. Solicitation is prohibited when either the employee being solicited or the employee doing the soliciting is on

working time. Distribution of literature in working areas is forbidden at any time. Solicitation or distribution of literature on society premises by non-employees is prohibited. The use of bulletin boards within the society will generally be confined to notices concerning company activities. No notices will be posted on bulletin boards or elsewhere without prior approval by the facility manager or his/her designee. Bulletin boards will not be available to be used as a marketplace for buying and selling of personal items.

21.9 GRIEVANCE PROCEDURE POLICY

Wherever a number of people work together, it can be expected that personal problems or differences may occasionally arise. Normally, these concerns are resolved within each department. However, in the exceptional case, there may be need of a more formal approach to the problem. Employees are responsible for following company rules of conduct, policies, and procedures. Should an employee disagree with a company policy or practice, the employee will be given the opportunity to be heard fully, and without prejudice, when he or she requests to be so heard. The first step toward a solution to an employee's problem is a frank and early discussion with the immediate manager. The manager and employee may call upon the human resources administrator for counsel and assistance. Should a solution not be reached within a reasonable period of time, the employee may go to any other level of the management chain up to and including the executive director. The human resources administrator shall be available to advise the employee. Management shall strive to resolve the problem as soon as possible, normally within two weeks. The employee will be informed as soon as possible of the resolution both orally and in writing.

A formal statement outlining the grievance procedure should be provided to all employees.

21.10 TERMINATION OF EMPLOYMENT

21.10.1 Involuntary Termination

The society will strive to provide continuous employment of all regular employees, but cannot guarantee it. Any decision regarding termination of any regular employee shall be reviewed at each level of the management structure for that position and require the approval of the chief executive officer. The human resources administrator must be notified in advance to insure that proper and necessary procedures are followed and that compliance with all statutes and regulations, local and national, are met. The president will be informed in advance of any involuntary termination.

21.10.2 Exit Interviews

An exit interview will be given to all terminating employees by the human resources administrator ~~to provide them insurance conversion information and~~ to provide management feedback regarding their employment experience at the society. The results of the interview should be documented in writing marked "confidential" and communicated to the executive director and cognizant senior manager.

21.11 PERSONNEL FILES

The primary personnel file for society employees shall be filed with the IEEE in NJ, and duplicate records shall be on file at the society's headquarters office. Employee records are confidential, are kept in a locked and secured manner, and are to be available only to those management employees in the management chain for each employee and to the human resources administrator. Volunteer access to the personnel file will be limited to the president. The forms and data required and/or useful on active employees that will be kept by the society are the following:

- * applications and/or resumes, tests, reference checks and other preemployment inquiries
- * performance evaluations

- * payroll information (withholding statements, social security number, benefits participation, other deduction authorizations)
- * salary history and documentation
- * job history
- * medical information (compensation related and benefit related)
- * educational and/or training records
- * attendance records
- * commendations
- * disciplinary records, grievances and complaints
- * notices of layoff or leaves of absence

An employee can arrange in advance and at reasonable intervals access to their personnel file for inspection and shall be permitted to review and respond to any information in their files. The human resources administrator shall not release information about an employee for a credit reference or any other information unless authorized by the employee in writing.

21.12 EMPLOYEE COMMUNICATION

21.12.1 Intra-Staff Communication

The society is committed to a two-way system of communication which encourages management at all levels to discuss work related topics with all employees in an open, honest and fair manner and to provide employees with appropriate information related to their responsibilities, society policies, and affairs. The society also encourages the communication to supervisors of employee concerns, questions and ideas.

21.12.2 Employee/Volunteer Communication

One of the most important areas for the staff is the relationship between employees and the volunteer leaders. The current organizational relationships are the means by which the society achieves its goals. The staff relationships with and staff support to the society's volunteer leaders should be carried on in a spirit of cooperativeness and teamwork, based on mutual respect of their separate roles. The expectation is that staff and volunteers will work together in a constructive and cooperative manner.

21.12.3 Employee Opinion Surveys

~~Biannual employee opinion surveys will be conducted at all offices by an outside consultant firm to assess society staff needs and views. The president and management will develop and communicate to the employees action plans responsive to the survey findings as appropriate. The society shall participate in the IEEE annual employee opinion surveys.~~

21.13 DEVELOPMENT AND TRAINING

The IEEE and the society employee development and training program has the following goals:

- a. To teach new employees how to do their jobs, and orient them to the society's operation.
- b. To encourage all employees to improve their skills and increase their job knowledge. Toward this end, the society will cooperate with its employees in planning for further training and education, within the means of the society including the granting of time off for training when

there is no alternative. Such opportunities will be made available when they are determined to be in the best interests of the society.

- c. To identify additional training an employee might need for advancement.
- d. To provide practical opportunities for each employee to keep current in their field.
- e. To provide for safe and healthful work practices by continuing safety education, to promote safe work conditions and practices, and reduce accidents.

21.14 HEALTH AND SAFETY

The society will endeavor to comply with state, district, and federal laws and regulations concerning occupational health and safety, and to provide a safe, healthy work environment for all its employees. Toward that end, all employees are obligated to practice work habits that support and promote safe and healthful working conditions. Smoking is prohibited in all society facilities.

21.15 RELOCATION

The society will provide relocation assistance to new or transferred managers at the senior staff level and to any employee who is transferred at management request.

21.16 HUMAN RESOURCES POLICY AND IMPLEMENTATION

As set forth in the bylaws, the Personnel and Compensation Committee shall regularly review these policies and recommend such changes as it may believe appropriate to the Board of Governors. Implementation of these policies is the responsibility of the executive director, assisted by the human resources administrator and subject to the review of the Personnel and Compensation Committee.

- 25. **BLANK**
- 26. **BLANK**
- 27. **BLANK**
- 28. **BLANK**
- 29. **BLANK**
- 30. **BLANK**
- 31. **BLANK**
- 32. **BLANK**
- 33. **BLANK**
- 34. **BLANK**

DISCUSSION ITEMS

- 35. **IT Resources and Project Planning - *Care***

Robert G. Care, Director, Information Technology, gave his presentation at the 21 February Caucus. Mr. Care solicited additional questions.

36. **BLANK**

37. **BLANK**

38. **BLANK**

39. **BLANK**

REPORTS

40. **AD HOC COMMITTEES**

40A. **Central and Eastern European Activities - *Gyimothy***

No report.

41. **EXECUTIVE COMMITTEE MEMBERS**

41A. **President-Elect - *King***

41B. **Vice President, Chapters Activities - *Cross***

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

41C. **Vice President, Conferences & Tutorials - *Engel***

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

41D. **First Vice President, Educational Activities - *Chang***

(See pages 41D-1 through 41D-4 of the *Agenda Book*.)

41E. **Vice President, Publications - *Kasturi***

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

41F. **Vice President, Standards Activities – *Johnson, L.***

(See pages 41F-1 through 41F-12 of the *Agenda Book*.)

41G. **Second Vice President, Technical Activities - *Scherrer***

(See pages 41G-1 through 41G-4 of the *Agenda Book*.)

41H. **Secretary - *Giloi***

No report.

41I. **Past President - *Pollock***

No report.

41J. IEEE Division Directors - Carver/Williams, T.

No report.

42. STANDING COMMITTEES**42A. Audit - Hoffnagle**

(See page 42A-1 of the *Agenda Book*.)

42B. Awards - Liu

No report.

42C. Computer Society International Design Competition - Clements

(See pages 42C through 42-C-3 of the *Agenda Book*.)

42D. Constitution & Bylaws - King

No report.

42E. Elections - Reed

No report.

42F. Electronic Products & Services - Hoelzeman

No report.

42G. Fellows - Johnson, L.

No report.

42H. Finance - Diamond

No report.

42I. History - Williams, M.

No report.

42J. Intersociety Cooperation - Pollock

Report of Neural Networks Council Representatives - Kaleda/Waxman

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

42K. Membership – Pollock

Ombudsman Report

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

42L. Nominations - Pollock

No report.

42M. Personnel & Compensation - King

No report.

42N. Planning - King

No report.

42O. Professional Practices - Tripp

(See pages 42O-1 through 42O-3 of the *Agenda Book*).

43. BLANK

44. BLANK

45. SPECIAL ORDERS

None.

46. UNFINISHED BUSINESS OR GENERAL ORDERS

None.

47. NEW BUSINESS

None.

48. GOOD OF THE ORDER

49. ANNOUNCEMENTS

50. NEXT MEETING

The next meeting will be held at 4:00pm on Thursday, 24 May 2001 at the Madison Renaissance Hotel in Seattle, Washington USA.

51. ADJOURNMENT

The meeting adjourned at 4:30 p.m.

LIST OF ATTACHMENTS

Attachment 14 Draft Strategic Plan (SP-4)

Attachment 14.1 SP-4 Revisions from TAB