1. Call to Order – Pollock

A meeting of the Board of Governors of the IEEE Computer Society was held at 8:30 a.m. on 26 May 2000 at the Hilton Montreal Bonaventure in Montreal, Quebec, Canada. Guylaine M. Pollock, president, chaired, with Deborah K. Scherrer as secretary.

2. Roll Call/Proxies - Pollock

A roll call was held as follows:

A. Franchised Members

Fiorenza C. Albert-Howard, present
Kenneth R. Anderson, absent, proxy to T. Williams
Paul L. Borrill, absent, no proxy
Carl K. Chang, present
Deborah M. Cooper, present
James H. Cross II, VP, Educational Activities, present
Stephen L. Diamond, second VP, Standards Activities, present
William W. Everett, VP, Chapters Activities, present
Wolfgang K. Giloi, present
Gene F. Hoffnagle, present
Haruhisa Ichikawa, present
James D. Isaak, present
Michel Israel, VP, Technical Activities, present
Lowell G. Johnson, present
Willis K. King, first VP for Conferences & Tutorials, present
Ming T. (Mike) Liu, present
David G. McKendry, absent, proxy to Albert-Howard
Guylaine M. Pollock, president, present
Karl Reed, absent, proxy to Hoffnagle
Deborah K. Scherrer, secretary, present
Christina M. Schober, present
Sallie V. Sheppard, VP, Publications, present
Kathleen M. Swigger, present
Leonard L. Tripp, past president, absent
Anneliese von Mayrhauser, present
Benjamin W. Wah, president-elect, present
Ronald Waxman, present
Thomas W. Williams, treasurer, present
Akihiko Yamada, present

B. Ex officio Members (without vote):

James H. Aylor, Computer EIC, absent
Doris L. Carver, IEEE Division V Director, present
Barry W. Johnson, IEEE Division VIII Director, present
Anne Marie Kelly, Acting Executive Director, present
Daniel J. Senese, acting Executive Director, present
3. **Introduction of Guests - Pollock**

The following guests and staff were present:

- Robert Desoff
- Violet S. Doan
- Gerald L. Engel
- Gerald Gordon
- Lynne Harris
- Iwao Hyakutake
- John C. Keaton
- Anne Marie Kelly
- Christine Shum Lee

4. **Approval of Agenda - Pollock**

Motion 4: Isaak moved, Tripp seconded, “MOVED, that the revised agenda (see Attachment 5R) be approved.” Motion carried by voice vote.

5. **BLANK**

6. **Approval of Minutes of the 25 February 2000 Meeting - Scherrer**

Motion 6: Diamond moved, Isaak seconded, “MOVED, that the minutes of the 25 February 2000 Board of Governors meeting be approved with the following housekeeping revisions.” Motion carried by voice vote.

- Item 2A: Add Carl K. Chang and Kathleen M. Swigger to the list of board members in.
- Reports: Check to ensure that all instances of “No report” are accurate.

**EXECUTIVE SESSION BEGINS**

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

President Pollock gave an oral report.

**EXECUTIVE SESSION ENDS**

8. **Report of the Treasurer - T. Williams**

T. Williams gave the report of the treasurer, which included the draft 1999 financial statement (see pages 8-1 thru 8-44 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 9-3 of the *Agenda Book*) and noted the executive staff reports in section 44.

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

The secretary reviewed the status of action items (see pages 10-1 and 10-2). Items 2, 6 and 12 remain in process.
ACTION ITEMS

11. Consent Agenda - Scherrer

11A. Second Approval of Bylaws Amendment - Wah

The Board of Governors approved for the first time the proposed bylaw amendment regarding Article IX, Publications, at its 25 February 2000 meeting in San Diego, California. The proposed amendment was published in the April 2000 issue of Computer for member comment and is brought forward at this time for a second approval by the Board of Governors.

ARTICLE IX - PUBLICATIONS

Section 3: Editor-in-Chief Appointments and Terms

1. There shall be an editor-in-chief appointed for each periodical publication. There shall be one or more editors-in-chief appointed for the Computer Society Press, as provided in the IEEE Computer Society Policies & Procedures Manual.

2. The Publications Board shall recommend to the president two or more candidates for each editor-in-chief position as specified in the Policies & Procedures Manual, at various times as required.

3. The president, with the advice and consent of the Board of Governors, shall appoint each editor-in-chief for a term not to exceed two years. In the case of a new periodical, the initial appointment may be for a maximum of three years.

4. Editors-in-chief may serve a maximum of two consecutive terms in a given position.

12. BLANK

13. 2000 Periodical Page Budgets, Frequencies, Prices, and Digital Library Prices - Williams, T.

Motion 13: T. Williams moved for the Finance Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves the 2001 periodical page budgets, frequencies, prices, and digital library prices as recommended by the Treasurer, as amended (see attachment 13R).” Motion carried by voice vote.

Action. Chief Executive Officer. Due: ASAP. BoG 5/00. 13. Communicate the 2001 periodical page budgets, frequencies, prices, and digital library prices to IEEE.
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<th>Edtrl Pgs</th>
<th>Mbr Paper</th>
<th>Mbr Electrcn</th>
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### 2001 Member and Nonmember Digital Library Prices

**Member:**
- Member Digital Library Subscription (MDLS) $99
- Student Member Digital Library Subscription $49

**Nonmember:**
- Computer Society Library Subscription Plan (CSLSP)
  - CSLSP $7,595
  - CSLCP-e $9,795
  - Combo $13,395
- IEL/APP Subscribers $7,595
14. **Member Fee for 2001 - Williams, T.**

Motion 14: T. Williams moved for the Finance Committee, “MOVED, that the Board of Governors of the IEEE Computer Society sets the society membership fee for 2001 at $33.00.” Motion carried by voice vote.

Action. Chief Executive Officer. Due: ASAP, BoG 5/00. 14. Communicate the 2001 member fee to IEEE.

Motion 14.1: T. Williams moved, Albert-Howard seconded, “MOVED, that the Board of Governors of the IEEE Computer Society suspend the policies and procedures requiring a $500k budget surplus for the year 2001 budget.” Motion carried by voice vote.

15. **Selection of Officer and Board Candidates for 2001 - Tripp**

Motion 15: Tripp moved for the Nominations Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves the slate of candidates as recommended.” Motion carried by voice vote.

**2001 President-Elect (2002 President)**

Stephen L. Diamond  Willis K. King

**2001 First Vice President**

Carl K. Chang  James H. Cross II

**2001 Second Vice President**

Lowell G. Johnson  Deborah K. Scherrer

**2001-2003 Terms on the Board of Governors**

Fiorenza C. Albert-Howard  James W. Moore
Manfred Broy  Christian M. Schober
Alan Clements  Stephen B. Seidman
George Cybenko  Pradip K. Srimani
Michael G. Hinchey  Makato Takizama
Richard A. Kemmerer  Joseph E. Urban
Ming T. (Mike) Liu  Murali R. Varanasi
Susan Mengel  Yervant Zorian

Action. Chief Executive Officer. Due: ASAP, BoG 5/00. 15. Communicate the 2000 election slate to IEEE.

16. **BOG Consent to Presidential Appointment of New Editors-in-Chief - Sheppard**
Motion 16A: Sheppard moved for the Publications Board, “MOVED, that the Board of Governors of the IEEE Computer Society consents to the presidential appointment of the following editors-in-chief for terms beginning 1 January 2001 and ending 31 December 2002.” Motion carried by voice vote.

A. Computer – James H. Aylor
C. Computing in Science & Engineering – Francis Sullivan
D. IEEE Intelligent Systems – Nigel R. Shadbolt
E. IEEE Internet Computing – Munindar P. Singh
F. IEEE Micro – Ken Sakamura
G. IEEE Software – Steven C. McConnell
H. IEEE Transactions on Computers – Jean-Luc Gaudiot
I. IEEE Transactions on Knowledge & Data Engineering – Philip S. Yu
J. IEEE Trans. on Pattern Analysis & Machine Intelligence – Ramlingam Chellappa
K. IEEE Transactions on Visualization & Computer Graphics – Hans Hagen


17. 2000 Budget Amendments - Williams, T.

Motion 17: Reed moved, von Mayrhauser seconded, “MOVED, that the Board of Governors of the IEEE Computer Society develop a program of special projects for 2001 which would use 60% of the 1999 surplus.” Motion failed.

18. Preliminary 2001 BOG Meetings and Election Schedule - Wah/McKendry

Each year the president-elect, in conjunction with the elections committee, recommends a meetings and election schedule for the following year to be approved by the Board of Governors. At the time of this printing, several hotel options were still under consideration for the spring and mid-year 2000 Board of Governors’ meeting. A complete schedule is expected to be presented for the Board of Governors’ approval at the 10 November meeting.

19. CSAB Constitution - Cross

Motion 19: Cross moved for the Educational Activities Board, “MOVED, that the Board of Governors of the IEEE Computer Society approve, in principle, the new constitution for CSAB.” Motion carried by voice vote.

20. BLANK

21. BLANK

EXECUTIVE SESSION BEGINS

22. Approval of Awards Recipients - Liu
A. **2000 Harlan D. Mills Award**

Motion 22A: Liu moved for the Awards Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves the recommendation of the Awards Committee for the 2000 Harlan D. Mills Award recipient.” Motion carried.

Action: President. Due: ASAP. BOG 05/00. 22A-1. Notify the recipient of the 2000 Mills Award.

Action: Awards Chair. Due: After President notifies recipient. BOG 05/00. 22A-2. Notify the nominator and subcommittee of the 2000 Mills Award recipient.

**B. 1999 Richard E. Merwin Distinguished Service Award**

Motion 22B: Liu moved for the Awards Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves the recommendation of the Awards Committee for the 1999 Richard E. Merwin Distinguished Service Award recipient.” Motion carried.

Action: President. Due ASAP. BOG 05/00. 22B-1. Notify the recipient of the 1999 Merwin Award.

Action: Awards Chair. Due: After President notifies recipient. BOG 05/00. 22B-2. Notify the nominator and subcommittee of the 1999 Merwin Award recipient.

**EXECUTIVE SESSION ENDS**

23. **Amendments to Society Bylaws - Wah**

A. **Article XII, Standing Committees, CSIDC**

Motion 23A: Wah moved for the Constitution & Bylaws Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approve the following amendment to Bylaws Article XII, Standing Committees.” Motion carried.

**ARTICLE XII - STANDING COMMITTEES**

**Standing Committee Organization**

The Standing Committees shall include the following:

1. Audit Committee
2. Awards Committee
3. Computer Society International Design Competition
4. Constitution & Bylaws Committee
5. Elections Committee
6. Electronic Products & Services Committee
7. Fellows Committee
8. Finance Committee
9. History Committee
10. Intersociety Cooperation Committee
11. Membership Committee
12. Nominations Committee
13. Personnel and Compensation Committee
14. Planning Committee
15. Professional Practices 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.

Insert new Section 3 and renumber the remaining sections.

Section 3. Computer Society International Design Competition (CSIDC) Committee

The CSIDC Committee shall be responsible for defining, planning and executing the annual design competition.

Action: President. Due: 10 Nov 2000. BOG 05/00. 23-A. Published the proposed bylaw change in Computer for member comment and place on the 10 November agenda for a second vote.

B. Article III, Section 5, Use of Proxies

Motion 23B: Wah moved for the Constitution & Bylaws Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves the following amendment to Bylaws Article III, Publications, Section 5, Proxies.” Motion carried.

ARTICLE III

Section 5: Quorum

A roll call shall be taken at the beginning of each board meeting. The secretary shall record the names of those franchised members present and announce whether a quorum exists. If less than a quorum attends a duly called meeting, tentative actions may be taken which will become effective upon subsequent ratification, either at a future meeting, or by mail by a majority of all the franchised members of the board.

Minutes of such a meeting, with a separate ballot for each question to be ratified by mail balloting, shall be mailed by the secretary to each member of the board. Ballots must be returned within 30 days of mailing to be counted.

Written proxies given to a franchised board member shall be permitted for the purpose of voting and shall be counted in the base for all votes. No more than two proxies may be held by an individual.

Action: President. Due: 10 Nov 2000. BOG 05/00. 23-A. Published the proposed bylaw change in Computer for member comment and place on the 10 November agenda for a second vote.


None brought forward.

25. BLANK

26. BLANK
EXECUTIVE SESSION BEGINS

35. Status of the Computer Society Executive Director - Pollock

President Pollock led a discussion of current IEEE issues regarding Dr. Elliot’s departure and future action.

36. Issues - Pollock

President Pollock led a confidential discussion of the recent issues regarding IEEE’s actions towards the society.

Motion 35.1: Waxman moved, Reed seconded, “MOVED, that the Board of Governors of the IEEE Computer Society approves the following resolution:” Motion carried without dissent with one abstention (Albert-Howard, recorded).

The IEEE Computer Society Board of Governors expresses its dismay and frustration at the direct intervention of the IEEE Board of Directors in IEEE Computer Society responsibilities, in contravention of decades of successful IEEE Computer Society operation, without first allowing the IEEE Computer Society an opportunity to correct any problems or concerns identified by the IEEE Board of Directors.

Action: Albert-Howard requested that the secretary confirm that a quorum existed. The secretary conducted a physical headcount and a quorum was recorded.

Motion 35.2: Waxman moved, Reed seconded, “MOVED, that the Board of Governors of the IEEE Computer Society approves the following resolution:” Motion carried without dissent with one abstention (Albert-Howard recorded).
It is essential for the health of the Institute that trust and, as a high priority action, a mutually beneficial Memorandum of Understanding on the Society/Institute relationship, be established quickly between the IEEE and the IEEE Computer Society leadership.

Motion 35.3: Reed moved, Waxman seconded, “MOVED, that the Memorandum of Understanding between the IEEE Computer Society and the IEEE be required to be ratified by the IEEE Computer Society Board of Governors.” Motion carried without dissent with one abstention (Albert-Howard, recorded).

EXECUTIVE SESSION ENDS

37. **CSIDC - Pollock**

President Pollock presented a status report of the CS International Design Competition (see Attachment 37).

38. **BLANK**

39. **BLANK**

REPORTS

40. **AD HOC COMMITTEES**

40A. **Central and Eastern European Initiative - Israel**

No report.

40B. **China Initiative - Chang**

No report.

40C. **Special Projects / CS International Design Competition - Shriver**

No report.

40D. **Latin America Initiative - Barbacci**

No report.

40E. **Oversight Committee for Software Engineering Competency Recognition Program - Tripp**

No report.

40F. **Steering Committee on Software Engineering as a Profession - Tripp**

No report.

41. **EXECUTIVE COMMITTEE MEMBERS**

41A. **President-Elect - Wah**
No report.

41B. Vice President, Chapters Activities - Everett

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

41C. First Vice President, Conferences & Tutorials - King

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

41D. Vice President, Educational Activities - Cross

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

41E. Vice President, Publications - Sheppard

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

41F. Second Vice President, Standards Activities - Diamond

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

41G. Vice President, Technical Activities - Israel

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

41H. Secretary - Scherrer

No report.

41I. Past President - Tripp

No report.

41J. IEEE Division Directors - Carver/Johnson, B.

No report.

42. STANDING COMMITTEES

42A. Audit - Johnson, L.

No report.

42B. Awards - Liu

No report.

42C. Constitution & Bylaws - Wah

No report.

42D. Elections - McKendry
No report.

42E. **Electronic Products & Services - Diamond**

No report.

42F. **Fellows - Hoelzeman**

No report.

42G. **Finance - Williams, T.**

No report.

42H. **History - Williams, M.**

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

42I. **Intersociety Cooperation - Tripp**

No report.

42J. **Membership - Tripp**

No report.

Ombudsman/Member Services - Swigger  
(See pages 42J-1 and 41J-2 of the *Agenda Book*.)

42K. **Nominations - Tripp**

No report.

42L. **Personnel & Compensation - Wah**

No report.

42M. **Planning - Wah**

No report.

42N. **Professional Practices - Tripp**

(See pages 42-N-1 through 42-N-5 of the *Agenda Book*).

43. **OTHER REPORTS - None**

44. **STAFF**

44A. **Publisher - Burgess**

(See pages 44A-1 thru 44A-5 of the *Agenda Book*.)

44B. **Information Technology and Services - Care**
(See pages 44B-1 thru 44B-3 of the *Agenda Book.*)

44C. Finance and Administration - Doan

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

44D. Volunteer Services - Kelly

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

*Technical Meetings Final Reports Received Since Last Agenda Book*
(See pages 44D-3 thru 44D-5 of the *Agenda Book.*)

*Technical Meetings Approved Since Last Agenda Book*
(See pages 44-D-6 thru 44-D-8 of the *Agenda Book.*)

*Technical Meetings Final Reports Overdue*
(See pages 44D-9 thru 44D-11 of the *Agenda Book.*)

*Technical Meetings Schedule*
(See pages 44D-12 thru 44D-37 of the *Agenda Book.*)

44. SPECIAL ORDERS

None.

46. UNFINISHED BUSINESS OR GENERAL ORDERS

None.

47. NEW BUSINESS

None.

48. GOOD OF THE ORDER

WHEREAS the Executive Committee and Board of Governors of the IEEE Computer Society commends the efforts of the society’s staff as outlined in the Acting Executive Director’s report, and

WHEREAS they appreciate the patience of all the society’s staff as we move through this difficult period.

FURTHERMORE, whereas the Executive Committee and the Board of Governors are immensely grateful to all the members of the CS staff for their dedication and efforts on behalf of the society and whereas anyone member of the Bog of the society, both as a group and as individuals offer support, help and friendship as needed.

It is moved that a vote of heartfelt thanks and an offer of complete support be given to the society’s staff by this grateful body.
49. ANNOUNCEMENTS

50. NEXT MEETING

The next meeting will be held at 8:30 a.m. on Friday, 10 November 2000 at the Adams Mark Hotel in Dallas, Texas, USA.

51. ADJOURNMENT

The meeting adjourned at 6:00 p.m.

List of Attachments

- Attachment 5R Revised Agenda
- Attachment 13R Revised Page Budgets and Digital Library prices for 2001
- Attachment 37 CSIDC Status Report