1. **Call to Order – Reisman**

A meeting of the IEEE Computer Society Board of Governors was held at 8:30 a.m. MDT on 27 May 2011 at the Hyatt Regency Albuquerque, Albuquerque, New Mexico. Sorel Reisman, president, chaired with Jon G. Rokne serving as secretary.

2. **Roll Call – Rokne**

A roll call was held as follows:

**A. Franchised Members**
- Elisa Bertino, present
- Pierre Bourque, present
- Elizabeth L. Burd, VP, Educational Activities, present
- Ignacio Castillo, present
- Thomas M. Conte, present
- George V. Cybenko, absent
- Ann DeMarle, present
- David S. Ebert, present
- Frank E. Ferrante, present
- Dennis J. Frailey, present
- Jean-Luc Gaudiot, present
- Atsuhiro Goto, present
- David Alan Grier, 1st VP, Publications, present
- James D. Isaak, Past President, present
- Andre Ivanov, absent
- Paul K. Joannou, VP, Professional Activities, present
- Hironori Kasahara, present
- Luis Kun, absent
- Dejan Milojicic, present
- James W. Moore, Treasurer and Division V Director-Elect, absent
- Jane Chu Prey, present
- Sorel Reisman, President, present
- Jon G. Rokne, 2nd VP and Secretary, present
- Steven L. Tanimoto, present
- Charlene “Chuck” Walrad, present
- John W. Walz, President-Elect, present

**B. Ex officio Members (without vote):**
- Angela R. Burgess, Executive Director, present
- Paul R. Croll, VP, Technical & Conference Activities, absent
- Roger U. Fuji, VP, Standards Activities, present
- Rangachar Kasturi, VP, Member and Geographic Activities, present
- Susan K. (Kathy) Land, 2011 IEEE Division VIII Director, present
- Michael R. Williams, 2010-2011, IEEE Division V Director, present

3. **Introduction of Guests – Reisman**

The following guests and staff were present:
- Michael Bennett
- Henry Buchheit
- Evan M. Butterfield
- Violet S. Doan
- Susan Hayden
- Anne Marie Kelly
4. **Approval of Agenda – Rokne**

Motion 4: Burd moved, Frailey seconded, “MOVED, that the agenda be approved as is.” Motion carried by voice vote.

5. **Approval of Minutes – 4 February 2011 – Rokne**

Motion 5: Burd moved, Grier seconded, “MOVED, that the minutes of the 4 February 2011 IEEE Computer Society Board of Governors meeting be approved as is.” Motion passed by voice vote.

6. **Report of the President – Reisman**


7. **Report of the Treasurer – Miller**

Miller gave a presentation and made note of his written report in the Electronic Agenda Book.

8. **Report of the Executive Director - Burgess**

Burgess gave a presentation and made note of her written report in the Electronic Agenda Book.

9. **Status of Action Items – Rokne**

Rokne reviewed the status of action items as of 27 May 2011, which can be found in the Electronic Agenda Book. Items 2 through 9, 13 were closed at this meeting.

**ACTION ITEMS**

10. **ACTION ITEMS**

    **Consent Agenda* – Reisman**

    A. Confirmation of Email Ballot for Approval of the 2011 Computer Pioneer Award Recipient
    B. Confirmation of Email Ballot for Approval of the 2011 Computer Entrepreneur Award Recipient

    This item was approved with the approval of the agenda.

    (*The Consent Agenda is approved with the approval of the Agenda.)*

11. **MEMBER STUDY – Kasturi**

    Kasturi presented the findings of an IEEE Computer Society membership survey polling current and non-renewing members.

12. **BREAK**

13. **Periodical Page Budgets, Frequencies and Prices for 2012 – Grier**

    A. Computer Society Digital Library prices for 2012
    B. Nonmember Digital Library Prices for 2012

    Grier reported that 2012 prices were approved by the Publications Board and the Finance Committee. Motion 13: Grier moved on behalf of the Publications Board and Finance Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves the 2012 CSDL and periodical page budgets, frequencies, and prices recommended by the Finance Committee.” Motion passed by voice vote.

14. **Member Fee for 2012 – Kasturi**

    **A. 2012 Member Fee Action Item**

    Kasturi reported that the membership fee had been approved by the Finance Committee. Motion 14.A: Kasturi moved on behalf of the Member and Geographic Board, “MOVED, that the Board of Governors of the IEEE Computer Society sets the Society affiliate membership fee for 2012 at $30, or at the 2012 IEEE affiliate fee plus a base Society fee, not
to exceed $99. The fee to add Computer Society membership to 2012 IEEE Higher Grade membership shall increase to $53.” Motion passed by voice vote.

**B. 2012 Student Offer Action Item**
Kasturi reported that the 2012 student offer had been approved by the Finance Committee.
Motion 14.B: Kasturi moved on behalf of the Member and Geographic Activities Board, “MOVED, that the Board of Governors of the IEEE Computer Society endorses the investment in students through a discounted combination student offer for 2012 to include IEEE + IEEE-CS membership (Computer Magazine digital edition only), and the CSDL for $40 ($20 half-year).” Motion passed by voice vote.

15. **SC11 Budget Approval – Schober**
Motion 15: Schober moved on behalf of the Technical & Conference Board, “MOVED, that the IEEE Computer Society approves the 2011 SC budget (as amended).” Motion passed by voice vote.

Action: President. Due: ASAP. BoG 05-27-15. A. Notify the SC11 General and Finance Chair of the budget approval. B. Solicit volunteers to work on special projects to better leverage the Computer Society in SC activities.

16. **Amendments to the Society Bylaws**

**2nd Reading**

**A. Bylaws Article V Section 7 Chief Staff Executive**
Motion 16.A: Walz moved on behalf of the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society approves the proposed amendments to Article V Section 7 Chief Staff Executive.” Motion passed by voice vote.

Action: Executive Director. Due: ASAP. BoG 05-27-16A. Notify IEEE of bylaws amendment.

**BYLAWS ARTICLE V POWERS AND DUTIES**

**Section 7: Chief Staff Executive**

The Society shall employ a paid staff person as its chief staff executive, responsible for all Society staff operations and for such other functions as are assigned by the president. The Executive Committee shall set the title of the position. The chief staff executive shall be an ex officio member of the Board of Governors and the Executive Committee without voting privileges. The chief staff executive shall be an ex officio member, without vote, of all boards and standing committees, except the audit, awards, elections, fellows, personnel and compensation, and nominations committees. The chief staff executive shall appoint members of the staff to provide primary support to each program board and standing committee (except for the personnel and compensation committee), and such staff shall be ex officio members of such boards and committees, without voting privileges.

**Section 7: Computer Society Executive Office**

Subject to compliance with all applicable IEEE Bylaws and Policies, the Society may create an Executive Office supported by IEEE staff. The Society’s Executive Office functions to coordinate and carry out the day-to-day operations, policies and procedures concerning all aspects of the Society’s business. The Office also maintains corporate memory and provides ongoing and ad hoc management reports/documents. In addition, the Society’s Executive Office serves as one of the Society’s primary points of contact for both members and IEEE staff.

Subject to compliance with all applicable IEEE Bylaws and Policies, the Society may determine the budget for the Executive Office. The staff is hired by the IEEE and all conditions of employment will be based upon IEEE Bylaws, staff policies and practices and all applicable laws and regulations. Office organization, job descriptions, IEEE staff policies and employment practices are available from the IEEE Human Resources Department.

The Society Executive Director is the most senior position on the IEEE staff that supports the Society, and as such, he/she manages and develops, personally and through subordinate management staff, the

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Comment [a1]: This language is retained in the amended bylaws – see last paragraph below.
paid IEEE staff members that support the Society’s operations and activities. The Society Executive Director supports the Society president, officers and volunteer leadership to achieve the Society goals. This Society Executive Director reports through the Managing Director - Technical Activities, to the IEEE Executive Director.

The Society Executive Director shall be an ex officio member of the Board of Governors and the Executive Committee without voting privileges. The Society Executive Director shall be an ex officio member, without vote, of all boards and standing committees, except the audit, awards, elections, fellows, and nominations committees. The Society Executive Director shall appoint members of the staff to provide primary support to each program board and standing committee and such staff shall be ex officio members of such boards and committees without voting privileges.

B. Bylaws Article XII Section 10 Personnel & Compensation Committee
Motion 16.B: Walz moved on behalf of the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society approves the proposed amendments to Article XII Section 10 Personnel & Compensation Committee.” Motion passed by voice vote.

Action: Executive Director. Due: ASAP. BoG 05-27-16B. Notify IEEE of bylaws amendment.

BYLAWS ARTICLE XII STANDING COMMITTEES

Standing Committee Organization

The Standing Committees shall include the following:

1. Audit Committee
2. Awards Committee
3. Constitution & Bylaws Committee
4. Elections Committee
5. Fellows Committee
6. Finance Committee
7. History Committee
8. Intersociety Cooperation Committee
9. Nominations Committee

10. Personnel and Compensation Committee
11. Planning Committee
12. Electronic Products & Services Committee

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

Section 1: Audit Committee

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

**Section 2: Awards Committee**

The Awards Committee shall have the responsibility for:

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

2. nominating and recommending candidates for IEEE administered awards.

**Section 3: Constitution & Bylaws Committee**


**Section 4: Elections Committee**

The Elections Committee shall be responsible for developing the timetable for implementing the Society's nominations and elections process, notifying the Board of Governors, the Nominations Committee, the candidates, and the appropriate staff members of the required actions in a timely and appropriate manner, and implementing and monitoring the execution of election policies and procedures established by the Board of Governors and ruling on questions and issues that arise. The Elections Committee shall consist of a minimum of three Society members, each with at least full member grade, none of whom will be a candidate for elected office during the term of that Elections Committee.

**Section 5: Fellows Committee**

The Fellows Committee shall assist the IEEE Fellows Committee in recognizing IEEE members who, in its opinion, meet the qualifications for the grade of fellow because of contributions to the areas of interest to the Society. The Fellows Committee shall consist of members as defined in the IEEE Computer Society Policies & Procedures Manual.

**Section 6: Finance Committee**

The Finance Committee, in cooperation with the treasurer, shall develop and analyze the budget using information provided by the vice presidents and chairs of each board and standing committee. The treasurer shall chair the Finance Committee. The Finance Committee shall consist of members as defined in the IEEE Computer Society Policies & Procedures Manual.

**Section 7: History Committee**

There shall be a History Committee with the mission of assisting existing IEEE Computer Society, IEEE, national and international organizations in preserving and documenting the history of computing, with particular attention to the history of the IEEE Computer Society.

**Section 8: Intersociety Cooperation Committee**

The Intersociety Cooperation Committee shall be a standing committee for interacting with other organizations to study, plan, and coordinate actions which lead to mutually acceptable cooperative activities.

**Section 9: Nominations Committee**

The Nominations Committee shall consist of six members of the Society, selected according to the following procedures and criteria, and selected or appointed in the order specified:
1. The immediate past president of the Society shall be a member of the committee and shall serve as its chair.

2. One franchised member of the Board of Governors elected by the immediately previous Board of Governors.

3. The president-elect or his/her designee.

4. Two members appointed by the president, one of whom shall be a franchised member of the Board of Governors, and the other of whom shall not be a member of the Board of Governors. In addition, if at least two of the members determined by steps 1-3 do not reside outside IEEE Regions 1-7, one of these two members appointed by the president shall reside outside IEEE Regions 1-7.

5. One member appointed by the past president. If at least two of the members determined by steps 1-4 do not reside outside IEEE Regions 1-7, the member appointed by the past president shall reside outside IEEE Regions 1-7.

A member of the Nominations Committee cannot be a candidate in any of the slates submitted by the Nominations Committee.

**Section 10: Personnel and Compensation Committee**

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

**Section 11: Planning Committee**

The Planning Committee shall assist the Board in strategic planning. The Planning Committee shall develop and recommend the overall strategic direction for the IEEE Computer Society, describe outcomes, monitor progress towards the outcomes, and review results as a basis for revising strategy, and recommend actions to the Board of Governors. The president-elect shall chair the Planning Committee. The Planning Committee shall consist of members as defined in the IEEE Computer Society Policies & Procedures Manual.

**Section 12: Electronic Products & Services Committee.**

The Electronic Products & Services Committee shall formulate the policies related to the creation, and packaging of all IEEE Computer Society electronic products and services. The committee has the responsibility for recommending new electronic products and services, coordinating and encouraging efforts to provide electronic products and services, monitoring the quality of present electronic products, reviewing the scope of new and existing electronic products, recommending changes in the scope of electronic products and making budgetary recommendations. It is also the responsibility of the committee to acquire and develop electronic tools and technologies to facilitate the development of new products or improve the production of current products. The policies related to the intellectual property of electronic products shall be formulated by the originating board. The committee chair shall be appointed annually by the president. The chair shall appoint the members of the committee, including representatives of relevant program boards, as provided in the IEEE Computer Society Policies & Procedures Manual.

1st Reading

C. Bylaws Article IV Executive Committee

Motion 16.D: Walz moved on behalf of the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society approves the proposed amendments to Article IV Executive Committee.”

Motion passed by voice vote.
ARTICLE IV - EXECUTIVE COMMITTEE

Section 1: Composition

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

Section 2: Office Operations

The Executive Committee shall serve as the volunteer oversight body for staffing, facilities, capital expenditures, and other matters relating to the operation of the Society’s offices.

The headquarters office of the IEEE Computer Society shall be located in the Washington, D.C. metropolitan area.

Section 3: Delegation of Authority by the Board of Governors

The Executive Committee shall act for the Board on subjects for which it has been authorized by the Board.

Section 4: Recommendations to the Board

The Executive Committee may make recommendations to the Board on matters which require Board approval.

Section 5: Quorum

A quorum shall consist of a majority of the Executive Committee members. A majority vote of those present is required to transact business. Proxies shall not be allowed.

Section 6: Conduct of Business

Meetings of the Executive Committee shall be open to Board members and others on the invitation of the president. The president shall have the sole power to call a meeting of the Executive Committee.

D. Bylaws Article XII Section 9 Nominations Committee

Motion 16.E: Walz moved on behalf of the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society approves the proposed amendments to Article XII Section 9 Nominations Committee.” Motion passed by voice vote.

Action: Executive Director. Due: ASAP. BoG 05-27-16E. Post bylaw on CS website for public comment.

ARTICLE XII – STANDING COMMITTEES
Section 9: Nominations Committee

The Nominations Committee shall consist of six members of the Society, selected according to the following procedures and criteria, and selected or appointed in the order specified:

1. The immediate past president of the Society shall be a member of the committee and shall serve as its chair.

2. One franchised member of the Board of Governors elected by the immediately previous Board of Governors.

3. The president-elect or his/her designee.

4. Two members appointed by the president, one of whom shall be a franchised member of the Board of Governors, and the other of whom shall not be a member of the Board of Governors. In addition, if at least two of the members determined by steps 1-3 do not reside outside IEEE Regions 1-7, one of these two members appointed by the president shall reside outside IEEE Regions 1-7.

5. One member appointed by the past president. If at least two of the members determined by steps 1-4 do not reside outside IEEE Regions 1-7, the member appointed by the past president shall reside outside IEEE Regions 1-7.

A member of the Nominations Committee cannot be a candidate in any of the slates submitted by the Nominations Committee.

A. PPM Section 12 Awards
B. PPM Section 15 Finance
C. PPM Section 4.1.2 Executive Committee Powers and Duties


18. LUNCH

EXECUTIVE SESSION BEGINS

19. Selection of 2012 Officer and Board Candidates

20. Board of Governors Consent to Presidential Appointments/Reappointments of Editor(s) in Chief

EXECUTIVE SESSION ENDS

21. Approval of 2012 Officer and Board Candidate Slate – Isaak

Motion 21: Isaak moved on behalf of the Nomination Committee,

2012 President-Elect (2013 President)

David Alan Grier
Jon G. Rokne

2012 First Vice President

Thomas M. Conte
Jean-Luc Gaudiot

2012 Second Vice President
“MOVED, that the Board of Governors of the IEEE Computer Society approves the slate of candidates.” Motion passed by voice vote.

22. Approval of Editor(s) in Chief Appointments/Reappointments – Grier
A. Grier moved on behalf of the Publications Board, “MOVED, that the Board of Governors of the IEEE Computer Society consents to the reappointment of the Editor in Chief of IEEE Transactions on Software Engineering for a term beginning on 1 January 2012 and ending on 31 December 2013.” Motion passed by voice vote.

B. Grier moved on behalf of the Publications Board, “MOVED, that the Board of Governors of the IEEE Computer society consents to the reappointment of the Editor in Chief of IEEE Transactions on Parallel and Distributed Systems for a term beginning on 1 January 2012 and ending on 31 December 2013.” Motion passed by voice vote.

C. Grier moved on behalf of the Publications Board, “MOVED, that the Board of Governors of the IEEE Computer Society consents to the appointment of the Editor in Chief of IEEE Annals of the History of Computing for a term beginning on 1 January 2012 and ending on 31 December 2013.” Motion passed by voice vote.


Grier moved on behalf of the Publications Board,

“MOVED, that the Board of Governors of the IEEE Computer Society:
A. Approves the termination of the co-publishing agreement with the IEEE Circuits and Systems Society.
B. Approves the transfer of IEEE Design and Test magazine to Council on Electronic Automation (CEDA) according to the terms of the Memorandum of Understanding dated May, 2011 (IS THIS THE DATE BOG APPROVES THE MOTION?)

Action: President. Due: ASAP. BoG 05-27-23, A-B. A. Notify IEEE Circuits and Systems Society that IEEE Computer Society BoG approved the termination of the co-publishing agreement. B. Notify Council on Electronic Automation (CEDA) that the IEEE Computer Society BoG has approved the transfer of IEEE Design and Test magazine to them.

24. BREAK

25. Approval of Draft Charter and Plan for Partnership for Advancing Computing Education (PACE) – Burd
Motion 25: Burd moved on behalf of the Educational Activities Board, “MOVED, that the Computer Society should join the PACE consortium for a period of three years upon which time the VP, EAB will present to the BoG an overview of the achievements of PACE for the BoG’s consideration of the membership’s renewal.” Motion passed by voice vote.

Action: Executive Director. Due: ASAP. BoG 05-27-25. Explore offering PACE meeting space in the Washington, DC office.
26. **Computing in the Core – Conte/Burd**
Conte and Burd introduced a motion from the floor that the IEEE Computer Society should join the group, Computing in the Core, which advocates for K-12 computer science education. The yearly cost to the IEEE Computer Society would be $10,000. The motion led to a discussion regarding the merits of joining a new organization at a cost, particularly when the organization lacked history. Motion 26.A: Grier introduced a counter motion, “MOVED, that the IEEE Computer Society table the motion until November 2011.” The motion did not pass by show of hands. (6=yes, 12=no) Motion 26.B: Conte/Burd moved on behalf of the Educational Activities Board, “MOVED, that the IEEE Computer Society Board of Governors consents to joining Computing in the Core.” Motion passed by show of hands. (14=yes, 3=no, 1=abstention)

27. **Approval of Draft Future Board of Governors Meeting and Election Schedules – Walz**
Kelly provided the IEEE Computer Society Board of Governors an update on the efforts to sign a three year hotel contract for the February and mid-year meetings series.

28. **Special Technical Communities (STCs) – Milojicic**
Milojicic presented the STC mission statement and business plan for this new engagement model targeting members and the larger body of computer practitioners.

29. **Industry Advisory Board Report – Reisman**
Reisman presented an update of Industry Advisory Board activities, and indicated the board continues to refine its role and responsibilities.

30. **Audit Committee Report – Ferrante**
Ferrante gave a presentation on the IEEE Computer Society’s relationship with key outside organizations and sister societies. The presentation focused on the merit of these relationships and necessary steps, which would enhance the Society’s experience.

31. **SPECIAL ORDERS**
None.

32. **UNFINISHED BUSINESS OR GENERAL ORDERS**
None.

33. **GOOD OF THE ORDER**
None.

34. **NEW BUSINESS**
A. Frailey volunteered to work with Kelly to develop formatting standards for the visual presentations made at the IEEE Computer Society Board of Governor meetings.
B. Walz announced that BIG (?) project initiation forms were due on 27 May 2011, but he was considering extending the deadline due to the Memorial Day weekend. There was a consensus among members that they preferred to keep the 27 May date.

35. **ANNOUNCEMENTS**
None.

36. **NEXT MEETING**
The next meeting will be held at 8:30 a.m. on Monday, 14 November 2011 in New Brunswick, New Jersey USA.

37. **ADJOURNMENT – Reisman**
The meeting adjourned at 3:01 p.m. MDT.

REPORTS

**AD HOC COMMITTEES**
EXECUTIVE COMMITTEE MEMBERS

A. President-Elect - Walz
   No report.
B. Vice President, Educational Activities – Burd
   The EAB report is attached to the Electronic Agenda.
C. Vice President, Member and Geographic Activities - Kasturi
   The MGAB report is attached to the Electronic Agenda.
D. Vice President, Professional Activities – Joannou
   The PAB report is attached to the Electronic Agenda.
E. First Vice President, Publications - Grier
   The PUBs report is attached to the Electronic Agenda.
F. Vice President, Standards Activities – Fujii
   The SAB report is attached to the Electronic Agenda.
G. VP, Technical & Conference Activities – Croll
   No report.
I. Second Vice President, Secretary – Rokne
   No report.
J. Past President – Isaak
   No report.
K. IEEE Division V/VIII Directors – Williams/Land
   No report.
L. Ombudsman – White
   No report.

STANDING COMMITTEES

A. Audit – Ferrante
   No report.
B. Awards - Conte
   No report.
C. Constitution & Bylaws – Walz
   No report.
D. Elections – Diamond
   No report.
E. Electronic Products & Services – Ferrante
   No report.
F. Fellows – Conte
   No report.
G. Finance – Moore
   No report.
H. History – Walden
   The History Committee report is attached to the Electronic Agenda.
I. Intersociety Cooperation – Isaak
   No report.
J. Nominations – Isaak
   No report.
K. Personnel and Compensation – Land
   No report.
L. Planning – Walz
   No report.

OTHER

STAFF REPORTS

A. Director, Products and Services - Butterfield
   The Products and Services report is in the Electronic Agenda.
B. Director, Information Technology & Services - Kahn
   The IT&S report is in the Electronic Agenda.
C. Director, Membership – Doan
   The Membership report is in the Electronic Agenda.
D. Associate Executive Director, Director of Governance – Kelly
   The Governance report is in the Electronic Agenda.
E. Associate Publisher, Sales and Marketing – Price
   The Sales & Marketing report is in the Electronic Agenda.