1. **Call to Order – Cooper**

A meeting of the IEEE Computer Society Board of Governors was held at 8:30 a.m. Pacific time on 3 November 2006 at the Sheraton Hotel & Marina, San Diego, California USA. Deborah M. Cooper, president, chaired, with Ann Q. Gates serving as secretary.

2. **Roll Call/Proxies – Gates**

A roll call was held as follows:

**A. Franchised Members**
- Jean M. Bacon, present
- Mark J. Christensen, present
- Alan Clements, present
- Robert P. Colwell, absent, no proxy
- Annie Combelles, absent, no proxy
- Deborah M. Cooper, President, present
- George V. Cybenko, present
- Antonio Doria, present
- Richard H. Eckhouse, present
- Gerald L. Engel, Past President, present
- Ann Q. Gates, Secretary, present
- James D. Isaak, present
- Rohit Kapur, absent, proxy to Doria
- Rangachar Kasturi, First VP, Conferences & Tutorials, present
- Richard A. Kemmerer, absent, proxy to Cybenko
- Susan K. Land, Second VP, Standards Activities, present
- Gary McGraw, present
- Itaru Mimura, present
- James W. Moore, absent, proxy to Land
- Brian M. O’Connell, present
- Bill N. Schilit, absent, no proxy
- Christina M. Schober, VP, Chapters Activities, absent, proxy to Land
- Robert H. Sloan, present
- Makoto Takizawa, absent, proxy to Mimura
- Stephanie M. White, VP, Technical Activities, present
- Michael R. Williams, President-elect, present

**B. Ex officio Members (without vote):**
- Doris L. Carver, *Computer* Editor-in-Chief, absent
- Stephen L. Diamond, 2005-2006 IEEE Division VIII Director, present
- Oscar N. Garcia, 2006-2007 IEEE Division V Director, present
- David W. Hennage, Executive Director, present
- Sorel Reisman, VP, Electronic Products & Services, present
- Jon G. Rokne, VP Publications, present
- Stephen B. Seidman, Treasurer, present
- Thomas W. Williams, 2006 IEEE Division VII Director-elect, absent
- Murali R. Varanasi, VP, Educational Activities, present
3. **Introduction of Guests – Cooper**

The following guests and staff were present:

- Fiorenza Albert-Howard
- Angela Burgess
- Mary Ward Callan
- Violet S. Doan
- Frank Ferrante
- Russell Flint
- Seema Gupta
- John Harauz
- Lynne Harris
- Iwao Hyakutake
- Michel Israel
- Anne Marie Kelly
- Willis King
- Audrey Kremer
- Neal Linson
- John Miller
- Corey Murphy
- Richard Price
- David Schultz
- Don Shafer
- Pradip Srimani
- John Walz
- Don Wright

3.1 **Endorsement of Top 60 Events in Computer Society History – King**

Motion 3.1: King moved for the History Committee, “MOVED, that the Board of Governors of the IEEE Computer Society endorses the IEEE Computer Society Top 60 Events, as presented by the History Committee, and thanks Mike Liu for his hard work and dedication in researching and creating the list.” Motion carried by acclamation.

4. **Approval of Agenda – Cooper**

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

Add item 7.1: Outreach Committee Report – Gates/Doria

5. **BLANK**

6. **A. Approval of Minutes of the 16 June 2006 Meeting – Gates**

Motion 6A: M. Williams moved, Varanasi seconded, “MOVED, that the minutes of the 16 June 2006 Board of Governors meeting be approved as is.” Motion carried.

**B. Approval of Minutes of the 9 August 2006 Teleconference Meeting – Gates**

Motion 6B: M. Williams moved, Varanasi seconded, “MOVED, that the minutes of the 9 August 2006 teleconference Board of Governors meeting be approved with one change:” Motion carried.

Item 2A: Doria participated in the telecon.

7. **Report of the President – Cooper**

President Cooper gave an oral report and thanked the board for its support during her presidency.

7.1 **Outreach Committee Presentation – Gates/Doria**

Gates and Doria gave a presentation of activities of president Cooper’s outreach committee.

8. **Report of the Treasurer – Seidman**

Seidman gave the report of the Treasurer, which can be found in the Agenda Book.

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

Hennage reported on recent activity in the society, which can be found in the Agenda Book.

10. **Status of Action Items – Gates**

Gates reviewed the status of action items as of 16 October 2006, which can be found in the Agenda Book. Item 4 remains open.
ACTION ITEMS

11. Consent Agenda

A. Confirmation of Email Ballot for the 2006 Sidney Fernbach Award Recipient
   This item was approved with the approval of the agenda.

B. Confirmation of Email Ballot for the 2006 Seymour Cray Award Recipient
   This item was approved with the approval of the agenda.

C. Confirmation of Email Ballot for Approval of the 2007 Capital Budget
   This item was approved with the approval of the agenda.

D. Confirmation of Email Ballot for Approval of the 2007 Staffing Plan
   This item was approved with the approval of the agenda.

E. Confirmation of Email Ballot for Approval of the 2007 Operating Budget
   This item was approved with the approval of the agenda.

12. BLANK

EXECUTIVE SESSION BEGINS

13. Election of the 2007 Secretary – Engel
   The Nominations Committee brought forth Christina M. Schober as sole candidate for 2007 secretary. Schober was elected by voice vote.

   Action: Secretary. Due: ASAP. BOG 11/06. 13. Notify Schober of her election as 2007 Secretary with a term commencing 1 January 2007 and ending 31 December 2007.

14. Election of the 2006 Board of Governors Member to the 2007 Nominations Committee – Engel
   The Nominations Committee brought forth Itaru Mimura as sole candidate for the 2006 board elected member to the 2007 Nominations Committee. Mimura was elected by voice vote.


15. Election of the 2007 Ombudsman – Engel
   The Nominations Committee brought forth Alan Clements as sole candidate for 2007 Ombudsman. Clements was elected by voice vote.


16. Election of the 2007 Audit Committee – Engel
   The Nominations Committee brought forth the following candidates for the 2007 Audit Committee: Richard H. Eckhouse, Richard A. Kemmerer, James D. Isaak, Robert H. Sloan and Brian M. O’Connell. Eckhouse, Kemmerer, Isaak, Sloan and O’Connell were elected by voice vote.

   Action: Secretary. Due: ASAP. BOG 11/06. 16. Notify Eckhouse, Kemmerer, Isaak, Sloan and O’Connell of their election to the 2007 Audit Committee with a term commencing 1 January 2007 and ending 31 December 2007.
17. **Election of the 2007 Member of the IEEE Publication Products & Services Board – Engel**

IEEE PPM provides that one member of the IEEE Publication Products & Services Board be a current or past member of the IEEE Computer Society Board of Governors, to be selected by that board. The Nominations Committee brought forth Jon Rokne as sole candidate. Rokne was elected by voice vote.

**Action:** Secretary. Due: ASAP. BOG 11/06. 17. Notify Rokne of his election to the IEEE Publications Board committee with a term commencing 1 January 2007 and ending 31 December 2007.

18. **Board of Governors Consent to Presidential Appointments to the Executive Committee – M. Williams**

**Motion 18:** M. Williams moved, Seidman seconded, “MOVED, that the Board of Governors of the IEEE Computer Society consents to the appointments of 2007 officers as listed below:” Motion approved by acclamation.

- **First Vice President for Conferences & Tutorials** ................. Susan K. (Kathy) Land
- **Second Vice President for Electronic Products & Services**..... Sorel Reisman
- **Vice President for Chapters Activities** ......................... Antonio Doria
- **Vice President for Educational Activities** ...................... Stephen B. Seidman
- **Vice President for Publications** ................................. Jon Rokne
- **Vice President for Standards Activities** ....................... John Walz
- **Vice President for Technical Activities** ......................... Stephanie M. White
- **Treasurer** ................................................................. Michel Israel

**Action:** President-elect. Due: ASAP. BOG 11/06. 18. Notify the 2007 Executive Committee members of their appointments, each with a term commencing 1 January 2007 and ending 31 December 2007.

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

**A. Micro – Term 1 January 2007 through 31 December 2008**

**Motion 19A:** Rokne moved for the Publications Board, "MOVED, that the Board of Governors of the IEEE Computer Society consents to the presidential appointment of the editor-in-chief of Micro." Motion carried.

**Action:** President. Due: ASAP. BOG 11/06. 19A. Notify the editor-in-chief of Micro of their appointment with a term of 1 January 2007 through 31 December 2008.

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

**A. 2006 Hans Karlsson Award**

**Motion 20A:** Gates 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 recipient of the 2006 Hans Karlsson Award.” Motion carried.

**Action:** President. Due: ASAP. BOG 11/06. 20A-1 Notify the recipient of the 2006 Hans Karlsson Award.

**Action:** Awards Chair. Due: After President notifies the recipient. BOG 11/06. 20A-2. Notify the nominator and subcommittee of the 2006 Hans Karlsson Award recipient.

**B. 2006 Tsutomu Kanai Award**

**Motion 20B:** Gates 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 recipient of the 2006 Tsutomu Kanai Award.” Motion carried.

**Action:** President. Due: ASAP. BOG 11/06. 20B-1 Notify the recipient of the 2006 Tsutomu Kanai Award.
Action: Awards Chair. Due: After President notifies the recipient. BOG 11/06. 20B-2. Notify the nominator and subcommittee of the 2006 Tsutomu Kanai Award recipient.

C. 2006 Richard Merwin Award
Motion 20C: Gates 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 recipient of the 2006 Richard Merwin Award.” Motion carried.

Action: President. Due: ASAP. BOG 11/06. 20C-1 Notify the recipient of the 2006 Richard Merwin Award.

Action: Awards Chair. Due: After President notifies the recipient. BOG 11/06. 20C-2. Notify the nominator and subcommittee of the 2006 Richard Merwin Award recipient.

EXECUTIVE SESSION ENDS

21. Transformation Planning Committee – Kasturi
Motion 21A: Kasturi moved for the Transformation Planning Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves, in principle to move forward along the direction proposed in the draft report of the Transformation Planning Committee presented on 1 November 2006.” Motion carried by hand count.

22. Hay Group Presentation – Flint
Russell Flint from the Hay Group gave a presentation (see attachment 22) of the Hay Group’s background and reviewed their process for facilitating the proposed CS reorganization.

23. 2006 Budget Amendments – Seidman
A. Capital Budget
   None brought forward.
B. Operating Budget
   None brought forward.

24. BLANK

25. Amendments to the Society Bylaws – M. Williams
A. Bylaws Amendment Package (see attachment).
Motion 26A: M. Williams moved for the Constitution & Bylaws Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves the set of Bylaws amendments in their entirety.” Motion carried by voice vote.

Action: ED. Due: 02/09. BOG 11/06. 25A. Publish the proposed amendments in Computer magazine for member comment. Put on the 9 February 2007 meeting agenda for a second reading.

A. PPM Section 16.8.2
Motion 26A: Engel moved, Isaak seconded, “MOVED, that the Board of Governors of the IEEE Computer Society approves the amendment to PPM section 16.8.2:” Motion carried by hand count, 14-8, with two negative votes (one recorded, McGraw).

A. PPM Section 16.8.2 Washington Headquarters
The headquarters office of the IEEE Computer Society shall be located in the Washington, D.C. Metropolitan area. 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.
Motion 21B: Isaak moved, Engel seconded, “MOVED, that the Board of Governors of the IEEE Computer Society endorses the recommendations of the Transformation Planning committee and the Facilities Committee, that a Computer Society presence be retained in the Washington D.C. Area.” Motion carried by hand count.

27. BLANK
28. BLANK
29. BLANK
30. BLANK

DISCUSSION ITEMS

31. BMS Report – Gupta
    Seema Gupta, Software Engineering Manager, gave a presentation of the status of the IEEE BMS project.

32. BLANK
33. BLANK
34. BLANK
35. BLANK
36. BLANK
37. BLANK
38. BLANK
39. BLANK

REPORTS

40. AD HOC COMMITTEES

40A. 60th Anniversary – Aylor/Hoeltzman
    No report.

41. EXECUTIVE COMMITTEE MEMBERS

41A. President-Elect – Williams
    No report.

41B. Vice President, Chapters Activities – Schober
    The CAB report is in the Agenda Book.

41C. First Vice President, Conferences & Tutorials – Kasturi
    The C&T report is in the Agenda Book.

41D. Vice President, Educational Activities – Varanasi
    The EAB report is in the Agenda Book.
41E. Vice President, Electronic Products & Services – Reisman
Reisman gave an oral report.

41F. Vice President, Publications – Rokne
The Pubs report is in the Agenda Book.

41G. Second Vice President, Standards Activities – Land
The SAB report is in the Agenda Book.

41H. Vice President, Technical Activities – White
The TAB report is in the Agenda Book.

41I. Secretary – Gates

Election Results Analysis – Doan
The elections report is in the Agenda Book.

41J. Past President – Engel
No report.

41J. IEEE Division V/VIII Directors – Diamond/ Garcia
Diamond and Garcia gave oral reports and distributed a draft proposal from TAB FinCom regarding the handling of indirect infrastructure charges (see attachment 41J).

41K. Computer Editor-in-Chief – Carver
No report.

42. STANDING COMMITTEES

42A. Audit – O'Connell
O'Connell gave an oral report.

42B. Awards – Gates
The Awards Committee report is in the Agenda Book.

42C. Computer Society International Design Competition – Clements
The CSIDC report is in the Agenda Book.

42D. Constitution & Bylaws – Williams
No report.

42E. Elections – Grant
No report.

42F. Fellows – Zorian
No report.

42G. Finance – Seidman
No report. Seidman made note of the Treasurer’s Report in the Agenda Book.

42H. History – Liu
No report.

42I. Intersociety Cooperation – Engel
No report.

Latin America Activities – Barbacci
The Latin America Activities report is in the *Agenda Book.*

*Coalition to Diversity Computing – Engel*  
The CDC report is in the *Agenda Book.*

42J. **Membership – Engel**  
No report.

*Ombudsman/Member Services Report – Israel*  
The Ombudsman report is in the *Agenda Book.*

42K. **Nominations – Engel**  
No report.

42L. **Personnel and Compensation – Engel**  
No report.

42M. **Planning – Williams**  
No report.

42N. **Professional Practices Committee – Moore**  
The PPC report is in the *Agenda Book.*

43. **OTHER**  
None

44. **STAFF**

44A. **Publisher - Burgess**  
The Pubs Office report is in the *Agenda Book.*

44B. **Director, Information Technology - Linson**  
The IT&S report is in the *Agenda Book.*

44C. **Director, Administration - Doan**  
The Administration report and four attachments (listed below) are in the *Agenda Book.*

   a.  *August 2006 Membership Report*
   b.  *Asia/Pacific Office Report*
   c.  *Beijing Service Center Report*
   d.  *Moscow Service Center Report*

44D. **Director, Business & Product Development – TBD**  
No report.

44E. **Associate Director, Volunteer Services – Kelly**  
The Volunteer Services report and four attachments (listed below) are in the *Agenda Book.*

   a.  *Technical Meetings Final Reports Received Since Last Agenda Book*
   b.  *Technical Meetings Approved Since Last Agenda Book*
   c.  *Technical Meetings Final Reports Overdue*
   d.  *Technical Meetings Schedule*

45. **SPECIAL ORDERS**  
None.
46. **UNFINISHED BUSINESS OR GENERAL ORDERS**
   None.

47. **NEW BUSINESS**
   None.

48. **GOOD OF THE ORDER**

   Motion 48A: Michael Williams moved, "MOVED, that the Board of Governors of the IEEE Computer Society extends its sincere thanks to Mark Christensen, Annie Combelles, Robert Colwell, Rohit Kapur and Bill Schilit whose terms on the board will end on 31 December 2006. The board thanks them for their dedicated service as board members and looks forward to their continuing contributions to the society." Motion carried by acclamation.

   Motion 48B: Michael Williams moved, "MOVED, that the Board of Governors of the IEEE Computer Society extends its sincere appreciation to Murali Varanasi, Stephen Diamond and Gerald Engel whose terms on the Executive Committee will end on 31 December 2006. The board thanks them for their dedicated service as officers of the society and looks forward to their continuing contributions to the society and the profession at large." Motion carried by acclamation.

   Motion 48C: Michael Williams moved, "MOVED, that the Board of Governors of the IEEE Computer Society approve a proclamation for 2006 President Deborah Cooper:” Motion carried by acclamation.

   WHEREAS, our esteemed colleague Deborah Cooper has served with dedication and focus, and provided leadership in shaping the society’s transformation in the year 2006; and

   WHEREAS President Cooper has generously given unstintingly of her time and wisdom, providing guidance in many programs, projects, and activities over the years; and

   WHEREAS Deborah has served as a tireless and passionate ambassador for outreach to underrepresented communities in the profession; and

   WHEREAS Deb, through her leadership, underscored the importance for volunteers and staff to pool their collective wisdom, work collaboratively, and harness the vast resources of the society to produce the next generation of products and services; and

   WHEREAS Deborah has supported new strategies for the society centered on the concept of a market-facing, customer-centric organization that strives to understand and meet the needs of our professional community worldwide; and

   WHEREAS President Cooper has been an exemplary global President for 2006, seeking new opportunities and partners in emerging markets to promote certification, our profession, and the society’s broad portfolio of products and services;

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

   Motion 48D: Diamond Moved, Engel seconded, "MOVED, that the Board of Governors of the IEEE Computer Society extends its sincere appreciation and gratitude to Mike Liu and the History Committee for all their hard work and dedication during the society’s 60th anniversary year to help capture and preserve important moments and milestones in the society’s history.” Motion carried by acclamation.
49. **ANNOUNCEMENTS**
   None.

50. **NEXT MEETING**
    The next meeting will be held at 8:30am on Friday, 9 February in Vancouver, BC, Canada.

51. **ADJOURNMENT**
    The meeting adjourned at 3:00pm Pacific Time.

**ATTACHMENTS**

- 22 Hay Group Presentation Slides
- 25A Bylaws Amendments Package
- 41J Draft TAB FinCom Proposal