

APPROVED
IEEE COMPUTER SOCIETY
BOARD OF GOVERNORS MEETING

5 February 2010
Disneyland Hotel
Anaheim, California USA

1. Call to Order – Isaak

A meeting of the IEEE Computer Society Board of Governors was held at 9:45 a.m. PT on 5 February 2010 at the Disneyland Hotel, Anaheim, California. James D. Isaak, president, chaired with Jeffrey M. Voas serving as secretary.

2. Roll Call – Voas

A roll call was held as follows:

A. Franchised Members

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

B. Ex officio Members (without vote):

Angela R. Burgess, Executive Director, present
Carl K. Chang, *Computer* EIC, present
Stephen L. Diamond, 2009-2010 IEEE Division VIII Director, present
Sattupathu V. Sankaran, VP, Member and Geographic Activities, present
Michael R. Williams, 2010-2011, IEEE Division V Director, present

3. Introduction of Guests – Land

The following guests and staff were present:

Michael Bennett
Evan M. Butterfield
Georgann Carter
Violet S. Doan
Susan Hayden
Cecelia Huffman
Anne Marie Kelly

Maggie Johnson
 John G. Miller
 Dick Price
 Carl W. Scott
 Mary Ward-Callan

4. **Approval of Agenda – Voas**
 Motion 4: Grier moved, Diamond seconded, “MOVED, that the agenda be approved as is.” Motion carried by voice vote.
5. **Approval of Minutes – 17 November 2009 Meeting – Voas**
 Motion 5: Diamond moved, Grier second, “MOVED, that the minutes of the 17 November 2009 IEEE Computer Society Board of Governors meeting be approved as is.” Motion carried by voice vote.
6. **Report of the President – Isaak**
 Isaak reported on progress towards establishing Instant Communities this year, updates on the “President’s Corner” available on the IEEE Computer Society website, and the Balanced Scorecard.
8. **Report of the Treasurer – Ferrante**
 Ferrante and Miller gave an oral report and made note of the written report in the *Agenda Book*.
9. **Report of the Executive Director - Burgess**
 Burgess gave an oral report and made note of her written report in the *Agenda Book*.
10. **Status of Action Items – Voas**
 Voas reviewed the status of action items as of 22 January 2010, which can be found in the *Agenda Book*. Items 1 through 8 were closed at this meeting.

ACTION ITEMS

11. **Consent Agenda* – Voas**
 - A. **Confirmation of Email Ballot for Approval of the 2009 Computer Entrepreneur Award Recipient**
 This item was approved with the approval of the agenda.
 - B. **Confirmation of Email Ballot for Approval of the 2009 Computer Pioneer Award Recipient**
 This item was approved with the approval of the agenda.
 (*The Consent Agenda is approved with the approval of the Agenda.)

EXECUTIVE SESSION BEGINS

12. **Approval of Award Recipients – Conte**
 - A. **2009 Kanai Award**
 - B. **2010 Technical Achievement Award**
13. **Selection of 2010 IEEE Division V Director Elect Candidates – Land**

EXECUTIVE SESSION ENDS

14. **Approval of Award Recipients – Conte**
 - A. **2009 Kanai Award**
14A: Conte moved on behalf of the Awards Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves the 2009 Kanai Award recipient as recommended by the Awards Committee.” Motion passed by voice vote.
 - B. **2010 Technical Achievement Award**
14B: Conte moved on behalf of the Awards Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves the 2010 Technical Achievement Award recipients as recommended by the Awards Committee.” Motion passed by voice vote.

Action: President. Due: ASAP. BOG 02/10 14. Notify the recipient of the 2009 Kanai Award and the recipient(s) of the 2010 Technical Achievement Award.

15. Selection of 2010 IEEE Division V Director-Elect Candidates – *Land*

Motion 15: The Nominations Committee brought forward the candidate slate, James W. Moore and Jon G. Rokne, as nominees for Division V Director-Elect. Motion passed by secret ballot vote.

Action: Past President. Due: ASAP. BoG 02/10 15. Notify IEEE of the Division Director-Elect V candidate slate.

16. 2010 Budget Amendments – *Ferrante*

A. Capital Budget

None.

B. Operating Budget

None.

17. Amendments to the Society Bylaws

1st Reading

A. Article II Nominations and Elections

ARTICLE II - NOMINATIONS AND ELECTIONS

Section 1: Nomination by Petition

1. For each elective office of the Society, individual voting members eligible to vote in such election may nominate candidates by written petition provided such nominations are made at least 28 days before the first published day of the election. The number of signatures required on a member petition shall be determined in accordance with IEEE Bylaws as follows. For all positions where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters. For all positions where the electorate is more than 29,999 voting members, 600 signatures of eligible voters plus 1% of the difference between the number of eligible voters and 30,000 shall be required.

2. Members shall be notified of all duly made nominations prior to the election. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve; if elected, evidence of such willingness to serve shall be submitted with the petition.

3. Signatures shall be submitted electronically through the official IEEE Computer Society annual election website, or by signing and mailing a paper petition. The name of each member signing the paper petition shall be clearly printed or typed. For identification purposes of signatures on paper petitions, membership numbers or addresses as listed in the official IEEE membership records shall be included. Only signatures submitted electronically through the IEEE Computer Society annual election website or original signatures on paper petitions shall be accepted. Facsimiles, or other copies of the original signature, shall not be accepted.

4. The number of signatures required on a petition shall depend on the number of eligible society voters, as listed in the official IEEE membership records at the end of the year preceding the election.

Section 4: Nomination to the Board of Governors

4.—Annually the Nominations Committee shall provide a list of **proposed** nominees for Board positions. This list **of proposed nominees** shall be submitted to the current Board of Governors at least four weeks prior to the Board meeting at which the Board shall select nominees. Additional **proposed** nominees may be submitted by written Board petition signed by one-third of the franchised Board members and received by the secretary at least 10 days prior to the above meeting. The Board shall select by secret ballot not less than 11 nominees to fill elected Board member positions, and the names of those nominees shall be published **at least 60 days prior to the first published day of the**

election in a Society publication nominally reaching the entire membership, ~~in advance of the deadline for receipt of member petitions. In the same publication there shall be a request for petitions for additional nominees. Nominations from the floor shall not be permitted during the Board meeting at which the selection occurs. Additional nominees may be named by petition of the voting members of the Society, with each member eligible to sign one petition for each office. The number of signatures required is specified in Bylaws Article II, Section.~~

~~The number of signatures required on a member petition shall be determined in accordance with IEEE Bylaws as follows. For all positions where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters. For all positions where the electorate is more than 29,999 voting members, 600 signatures of eligible voters plus 1% of the difference between the number of eligible voters and 30,000 shall be required.~~

~~2. Members shall be notified of all duly made nominations prior to the election. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve; if elected, evidence of such willingness to serve shall be submitted with the petition.~~

~~3. Signatures shall be submitted electronically through the official IEEE Computer Society annual election website, or by signing and mailing a paper petition. The name of each member signing the paper petition shall be clearly printed or typed. For identification purposes of signatures on paper petitions, membership numbers or addresses as listed in the official IEEE membership records shall be included. Only signatures submitted electronically through the IEEE Computer Society annual elections website or original signatures on paper petitions shall be accepted. Facsimiles, or other copies of the original signature, shall not be accepted.~~

~~4. The number of signatures required on a petition shall depend on the number of eligible society voters, as listed in the official IEEE membership records at the end of the year preceding the election.~~

Section ~~23~~: Board of Governors Candidates

The Nominations Committee shall be directed to solicit the membership at large for suitable Board nominees and shall consider in its proposals those factors which will promote the equitable representation of the Society's technical, diversity and geographic interests.

Section ~~34~~: Board of Governors Qualifications

In order to be qualified as a candidate for an elected Board position, a nominee must meet all constitutional and the following requirements:

1. His/her vita must be submitted for publication in a Society publication nominally reaching the entire membership in a timely manner.
2. The nominee must affirm willingness and availability to serve.
3. A Board member shall not be elected to a third full consecutive term. For this purpose, the occupying of a Board position for a period of less than eighteen months shall not be construed as serving a term.
4. In addition, each nominee must agree to seek significant involvement in Society activities.

Section ~~45~~: Board Elections

1. Election to the Board shall be by secret ballot of the Society membership.
2. Candidates shall be elected to the Board in the order of their plurality, the largest plurality being first.

3. In the case of a tie vote for the final position, the Board shall select the winner by secret ballot.
4. Board position vacancies due to current Board members being elected to Society officer positions of president-elect, first vice president and second vice president, shall be treated as normal Board vacancies.
5. The top two runners-up for Board positions from the most recent election, along with other nominees to be selected by the Nominations Committee, shall form a roster of candidates to fill vacancies on the Board. The Board shall vote by secret ballot to fill vacancies.

Section-~~56~~: Officer Nominations

Annually the Nominations Committee shall provide a list of proposed nominees for positions of president-elect, first vice president, and second vice president, at least four weeks prior to the Board meeting at which the Board shall select nominees. One or more nominees shall be proposed for each of these offices. Additional proposed nominees for any position may be nominated by written petition of one-third of the franchised Board members. Such nominations must be received by the secretary at least 10 days prior to the above meeting. The Board shall select by secret ballot nominees for the positions of president-elect, first vice president, and second vice president and the names of those nominees shall then be published in a Society publication nominally reaching the entire membership. In the same issue-publication there shall be a request for petitions for additional nominees. Nominations from the floor shall not be permitted during the Board meeting at which the selection occurs. Additional nominees may be named by petition of the voting members of the Society, with each member eligible to sign one petition for each office. The number of signatures required is specified in Bylaws Article II, Section 1.

Section-~~67~~: Officer Qualifications

In order for a nominee to be qualified as a candidate for a member-elected officer position, the nominee must meet all the constitutional and the following requirements:

1. His/her vita must be submitted for publication in a Society publication nominally reaching the entire membership in a timely manner.
2. The nominee must affirm willingness and availability to serve.
3. The nominee must, at the time of candidacy, meet the Society's requirements for service.
4. No individual shall be elected to the office of president-elect more than once, nor may an elected vice president be elected to a fifth year as an elected vice president. For this purpose, occupying an office for a period of less than one-half of a normal term shall not be construed as holding that office.

Section-~~78~~: Officer Elections

The election of officers shall be by secret ballot of the Society membership. The candidates receiving the highest number of votes shall be elected.

Section-~~89~~: Assumption of Duties

1. It shall be the responsibility of the current secretary of the Board to assure that all candidates of the elections are informed of the outcome.
2. Newly elected members of the Board and officers shall assume office on the following 1 January.
3. If, for any reason, a newly elected officer of the Board cannot assume his/her duties, the incumbents shall continue in office until the transfer can be arranged.

Section-910: IEEE Delegate-Director-Elect Nominations

In accordance with IEEE Bylaws, IEEE Computer Society members annually elect a Division Delegate-Director-Elect. This individual shall automatically become Delegate-Director after serving a one year term as Division Delegate-Director-Elect.

When an IEEE Division ~~which~~ that represents the IEEE Computer Society is to elect a Division Delegate-Director-Elect, the Nominations Committee shall recommend candidates in compliance with IEEE Bylaws. The timing of IEEE Board of Directors elections requires that the Board of Governors provide nominations early in the year. Therefore, the Nominations Committee ~~is required to shall~~ prepare a list of two or more candidates-proposed nominees. for the annual (end of year) Board of Governors meeting, where a slate will be selected to propose for the subsequent year's Board of Governors without further Nominations Committee action. To solicit names of potential nominees for presentation to the incoming Nominations Committee, the president may appoint an ad hoc committee as described in the IEEE Computer Society Policies and Procedures Manual. This list of candidates shall be submitted to the Board of Governors at least four weeks prior to the Board meeting at which the selection is to occur. Additional proposed nominees may be submitted by written petition signed by one-third of the franchised Board members and received by the secretary at least 10 days prior to the Board meeting. The Board of Governors shall select by secret ballot a slate of not less than one nor more than three nominees from the proposed ~~candidates~~ nominees. Nominations from the floor shall not be permitted during the Board meeting at which the selection occurs. The approved name(s) shall be transmitted as required by IEEE Bylaws, as Society nominee(s).

A notice that nominations for the position of Delegate-Director by petition shall be published in a Society publication normally reaching the entire membership. This shall be done sufficiently in advance of the IEEE deadline for receipt of petitions to allow a reasonable time to obtain the necessary signatures. Petitions shall be submitted to the IEEE in accordance with IEEE Bylaws and Policies.

Motion 17A: Reisman moved on behalf of the Constitution & Bylaws Committee, "MOVED, that the IEEE Computer Society Board of Governors approves the proposed amendments to Article II Nominations and Elections." Motion passed by voice vote.

B. Article XII Standing Committees, Section 5 Fellows Committee ARTICLE XII – STANDING COMMITTEES

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 ~~at least seven Society members chosen from among those of fellow grade within the IEEE~~ members as defined in the IEEE Computer Society *Policies & Procedures Manual*.

Motion 17B: Reisman moved on behalf of the Constitution & Bylaws Committee, "MOVED, that the Board of Governors of the IEEE Computer approves the proposed amendments to Article XII Section 5 Fellows Committee." Motion passed by voice vote.

Action: Executive Director. Due: ASAP. BoG 02/10 17. Notify IEEE and publish in *Computer Magazine* 1st reading of proposed bylaw amendments.

18. Policies and Procedures Manual Modifications – Reisman

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

A. PPM Section 5 Members of the Executive Committee

B. PPM Section 6 Technical & Conference Activities Board and Section 9.3.1 Publications Board Membership (revisions for Conference Publications Operations Committee)**C. PPM Section 16 Fellows****D. PPM Section 26 Professional Activities Board****19. Categories of Approval for Curriculum Recommendations**

Motion 19: Burd moved on behalf of the Educational Activities Board, "MOVED, that the Board of Governors of the IEEE Computer Society endorses the categories of approval for curriculum recommendations." Motion passed by voice vote.

Action: VP, EAB. Due: ASAP. Notify ACM and post on Computer Society website endorsement of categories of approval for curriculum recommendations.

DISCUSSION ITEMS**20. President's Remarks – *Isaak***

Isaak stated the afternoon would be devoted to presentations by board vice presidents.

21. Planning – *Reisman*

Reisman gave a presentation.

22. LUNCH**23. VP, Technical & Conference Activities – *Walz***

Walz gave a presentation.

24. First VP, Standards Activities – *Fujii*

Fujii gave a presentation.

25. VP, Professional Activities – *Moore*

Moore gave a presentation.

26. BREAK**27. VP, Educational Activities – *Burd***

Burd gave a presentation.

28. VP, Member & Geographic Activities – *Sankaran*

Sankaran gave a presentation.

29. VP, Publications – *Grier*

Grier gave a presentation.

30. BREAK**31. EIC Computer – *Chang***

Chang gave a presentation.

32. Intersociety Cooperation Committee – *Land*

Land gave a presentation.

33. Electronic Products & Services Committee – *Ferrante*

Ferrante gave a presentation.

34. Awards – *Conte*

Conte gave a presentation.

35. SPECIAL ORDERS

None.

36. **UNFINISHED BUSINESS OR GENERAL ORDERS**
None.
37. **NEW BUSINESS**
Tanimoto, Chair, Audit Committee, welcomed input from Board members concerning issues the Audit Committee should examine during the year.
38. **Good of the Order**
None.
39. **Announcements**
40. **Next Meeting**
11 June 2010, Denver, Colorado USA
41. **Adjournment**
5:00 p.m., PT

REPORTS

AD HOC COMMITTEES

- . **EXECUTIVE COMMITTEE MEMBERS**
- A. President-Elect - *Reisman***
The report is attached to the Electronic Agenda.
- B. Vice President, Educational Activities – *Burd***
No report.
- C. Vice President, Member and Geographic Activities - *Sankaran***
The MGA report is attached to the Electronic Agenda.
- D. Vice President, Professional Activities – *Moore***
The PAB report is attached to the Electronic Agenda.
- E. Vice President, Publications - *Grier***
The Publications report is attached to the Electronic Agenda.
- G. First Vice President, Standards Activities – *Fujii***
The SAB report is attached to the Electronic Agenda.
- H. VP, Technical & Conference Activities – *Walz***
The T&C report is attached to the Electronic Agenda.
- I. Second Vice President, Secretary – *Voas***
No report.
- J. Past President – *Land***
No report.
- K. IEEE Division V/VIII Directors – *Williams/Diamond***
No report.
- L. Computer Editor-in-Chief – *Chang***
No report.
- M. Ombudsman – *White***
The Ombudsman report is attached to the Electronic Agenda.

STANDING COMMITTEES

- A. Audit – *Tanimoto***
No report.
- B. Awards -*Conte***
The Awards report is attached to the Electronic Agenda.
- C. Constitution & Bylaws – *Reisman***
No report.
- D. Elections – *King***
No report.
- E. Electronic Products & Services – *Ferrante***

The EPSC report is in the Electronic Agenda.

F. Fellows – *O’Gorman*

No report.

G. Finance – *Ferrante*

The Finance Committee report is in the Electronic Agenda.

H. History – *King*

No report.

I. Intersociety Cooperation – *Land*

No report.

J. Nominations – *Land*

The report is in the Electronic Agenda.

K. Personnel and Compensation – *Land*

No report.

L. Planning – *Reisman*

The Planning Committee report is in the Electronic Agenda.

OTHER

STAFF REPORTS

A. Director, Products and Services - *Butterfield*

The Products and Services report is in the Electronic Agenda.

B. Director, Information Technology & Services - *Scott*

The IT&S report is in the Electronic Agenda.

C. Director, Membership – *Doan*

The Membership report is in the Electronic Agenda.

Asia/Pacific Office Report

No report.

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.