1. **Call to Order – Land**

A meeting of the IEEE Computer Society Board of Governors was held at 8:30 a.m. Pacific Time on 6 February 2009 at the Sheraton Gateway Los Angeles Airport, Los Angeles, California. Susan K. (Kathy) Land, president, chaired with David Alan Grier serving as secretary.

2. **Roll Call/Proxies – Grier**

A roll call was held as follows:

**A. Franchised Members**
Elisa Bertino, present
Alan Clements, 2nd VP, Chair, Educational Activities Board, present
George V. Cybenko, present
Ann DeMarle, present
Robert Dupuis, absent
David S. Ebert, present
Van L. Eden, present
Frank E. Ferrante, present
Roger U. Fujii, present
Ann Q. Gates, present
Juan E. Gilbert, absent
David Alan Grier, present
James D. Isaak, present
Andre Ivanov, present
Hironori Kasahara, present
Rangachar Kasturi, 2008 President, present
Susan K. (Kathy) Land, President, present
Phillip A. Laplante, present
Itaru Mimura, present
Jon G. Rokne, present
Christina M. Schober, present
Donald F. Shafer, Treasurer, present
Ann E. K. Sobel, present
Steven L. Tanimoto, present
Jeffrey M. Voas, present
John W. Walz, 1st VP and Chair, Technical & Conference Activities Board, present

**B. Ex officio Members (without vote):**
Angela R. Burgess, Executive Director, present
Carl K. Chang, *Computer* EIC, present
Deborah M. Cooper, 2008-2009 IEEE Division V Director, absent
Stephen L. Diamond, 2009-2010 IEEE Division VIII Director, present
John Harauz, VP, Standards Activities Board, present
Sattupathu V. Sankaran, VP, Chapter Activities Board, present
Sorel Reisman, VP, Publications Board, present
Michael R. Williams, 2009 IEEE Division V Director-Elect, present

3. **Introduction of Guests – Land**

The following guests and staff were present:
Michael Bennett
Evan M. Butterfield
Mary Ward Callahan
4. **Approval of Agenda – Grier**
   Motion 4: Fuiji moved, Cybenko seconded, “MOVED, that the agenda be approved as amended.” Motion carried by voice vote.

   Add item 48: Good of the Order – Isaak

5. **BLANK**

6. **Approval of Minutes – Grier**
   Motion 6: Ferrante moved, Shafer seconded, “MOVED, that the minutes of the 18 November 2008 IEEE Computer Society Board of Governors meeting be approved as is.” Motion carried by voice vote.

7. **Report of the President – Land**
   President Land gave a brief oral report and made note of her written report in the Agenda Book.

8. **Report of the Treasurer – Shafer**
   Shafer gave a brief oral report and made note of his written report in the Agenda Book.

9. **Report of the Executive Director - Burgess**
   Burgess gave a brief oral report and made note of her written report in the Agenda Book.

10. **Status of Action Items – Grier**
    Grier reviewed the status of action items as of 6 February 2009, which can be found in the Agenda Book. Items 1, 3, 4, 5, 6, 7, 8 are now closed.

**ACTION ITEMS**

11. **Consent Agenda – Grier**

12. **BLANK**

13. **BLANK**

14. **BLANK**

15. **BLANK**

16. **BLANK**

17. **BLANK**

18. **BLANK**
EXECUTIVE SESSION BEGINS

19. Board of Governors Consent to Presidential Reappointment of – Reisman
   Editor(s)-in-Chief
   A. Editor-in-Chief of IEEE Annals of the History of Computing
   B. Editor-in-Chief of IEEE Transactions on Services Computing

20. Approval of Award Recipients – DeMarle
   A. 2008 Computer Entrepreneur Awards
   B. 2008 Computer Pioneer Awards
   C. 2009 Technical Achievement Awards

21. Selection of 2009 IEEE Division VIII Director-Elect Candidates – Kasturi

EXECUTIVE SESSION ENDS

19A. Board of Governors Consent to Presidential Reappointment of – Reisman
   of Editor(s)-in-Chief
   A. Editor-in-Chief of IEEE Annals of the History of Computing
   Motion 19A: Reisman moved for the Publications Committee, “MOVED, that the IEEE Computer Society
   Board of Governors approves the reappointment of the Editor-in-Chief of the *IEEE Annals of the History of
   Computing*.” Motion carried by voice vote.
   B. Editor-in-Chief of IEEE Transactions on Services Computing
   Motion 19B: Reisman moved for the Publications Committee, “MOVED, that the IEEE Computer Society
   Board of Governors approves the reappointment of the Editor-in-Chief of the *IEEE Transactions on
   Services Computing*.” Motion carried by voice vote.

Action 19: President. Due: ASAP. BOG: 02/09. Notify the EICS of *IEEE Annals of the History of Computing* and *IEEE Transactions on Services Computing* of their reappointment for a term of 1 January 2009 and ending on 31 December 2010 and 1 January 2009 and ending on 31 December 2009, respectively.

20A. Approval of Award Recipients – DeMarle
   A. 2008 Computer Entrepreneur Awards
   Motion 20A: DeMarle moved for the Awards Committee, “MOVED, that the IEEE Computer Society
   Board of Governors approves the award recipients of the 2008 Computer Entrepreneur Awards.” Motion carried by voice vote.
   B. 2008 Computer Pioneer Awards
   Motion 20B: DeMarle moved for the Awards Committee, “MOVED, that the IEEE Computer Society
   Board of Governors approves the award recipients of the 2008 Computer Pioneer Awards.”
   Motion carried by voice vote.
   C. 2009 Technical Achievement Awards
   Motion 20C: DeMarle moved for the Awards Committee, “MOVED, that the IEEE Computer Society
   Board of Governors approves the award recipients of the 2009 Technical Achievement Awards.” Motion carried by voice vote.

21A. Selection of 2009 IEEE Division VIII Director-Elect Candidates – Kasturi
   The Nominations Committee brought forward a slate of four candidates. The IEEE Board of
   Governors conducted a secret ballot to narrow this slate in accordance with IEEE Computer
   Society Bylaws Article II, Section 9. The voting outcome was a decision to advance a slate of two candidates (results: yes-22, no-0). Three successive secret ballots were then conducted to select the following two nominees:

   Susan K. (Kathy) Land
   James W. Moore.

22. BLANK

23. BLANK

24. 2009 Budget Amendments
   A. Capital Budget
   B. Operating Budget
   No 2009 Budget amendments were offered at this time.

25. Amendments to the Society Bylaws – Isaak

   Second Reading of Society Bylaws
   Motion 25: M. Williams moved, Shafer seconded, “MOVED, that the IEEE Computer Society Board of Governors dispense with reading the Bylaws amendments (A through C below) in their entirety.” Motion carried by voice vote.

   A. Second Reading of Article VII Educational Activities Board
   Motion 25A: Isaak moved for the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society Board of Governors approve the amendments to Article VII Educational Activities Board.” Motion carried by voice vote.

ARTICLE VII - EDUCATIONAL ACTIVITIES

Section 1: Educational Activities Board
The Educational Activities Board (EAB) shall develop, implement, and evaluate policies and programs dealing with education and training in the computing disciplines at all levels. The EAB shall be chaired by the vice president for educational activities.

Section 2: Membership
The Educational Activities Board shall have membership as defined in the IEEE Computer Society Policies & Procedures Manual.

Section 3: Standing Committees
The Educational Activities Board shall have standing committees to implement the policies of the Board. These committees are defined in the IEEE Computer Society Policies & Procedures Manual.

Section 4: Appointments
Except as otherwise provided in the IEEE Computer Society Policies & Procedures Manual the vice president for educational activities shall appoint the chairs of its standing and ad hoc committees and representatives of the Educational Activities Board to other IEEE Computer Society program boards and committees.
Deleted: The Educational Activities Board (EAB) shall develop, implement, and evaluate all policies and programs with respect to educational activities in the computer field at all levels. It shall be chaired by the vice president for educational activities and shall consist of the following members: the vice chair, the chairpersons of EAB and additional members as defined in the IEEE Computer Society Policies & Procedures Manual. ¶

§ Section 2: Appointments ¶

The chairpersons of the standing committees shall be appointed as defined in the IEEE Computer Society Policies & Procedures Manual. ¶

§ Section 3: Committees ¶

Commissions to advise and to implement the policies of the Educational Activities Board shall be defined in the IEEE Computer Society Policies & Procedures Manual.
B. Second Reading of Article XI Professional Activities Board
Motion 25B: Isaak moved for the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society Board of Governors approves the amendments to Article XI Professional Activities Board.” Motion carried by voice vote.

ARTICLE XI – PROFESSIONAL ACTIVITIES BOARD

Section 1: Professional Activities Board
The Professional Activities Board (PAB) shall develop for the Computer Society knowledge of the needs and preferences of professionals working in the computer industry and their employers. It shall recommend, evaluate, initiate, and nurture programs, products, and services for this practitioner market. It shall be chaired by the vice president for professional activities.

Section 2: Membership
The PAB shall have membership as defined in the IEEE Computer Society Policies & Procedures Manual.

Section 3: Standing Committees
The PAB shall have standing and ad hoc committees to advise and to implement the policies of the PAB as defined in the IEEE Computer Society Policies & Procedures Manual.

Section 4: Appointments
Except as otherwise provided in the IEEE Computer Society Policies & Procedures Manual, the vice president for professional activities shall appoint the chairs of its standing and ad hoc committees and representatives of the Professional Activities Board to other Computer Society program boards and committees.

C. Second Reading of Article XII Standing Committees, Section 3 CSIDC Committee and Section 14 Professional Practices Committee
Motion 25C: Isaak moved for the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society Board of Governors approves the amendments to Article XII Standing Committees, Section 3 CSIDC Committee and Section 14 Professional Practices Committee.” Motion carried by voice vote.
ARTICLE XII- STANDING COMMITTEES

Standing Committee Organization

The Standing Committees shall include the following:

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

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: IEEE Computer Society International Design Competition (CSIDC)

The CSIDC Committee shall be responsible for defining, planning, and executing the annual design competition.
Section 34: Constitution & Bylaws Committee


Section 45: 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 56: 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.

Section 62: 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 Finance Committee shall be comprised of the treasurer (chair), the president, president-elect, immediate past president, and the secretary. The chief staff executive and the appropriate finance and accounting staff member will be ex officio, non-voting members of the committee. Vice presidents or their representatives are ex officio, non-voting members of the committee, and as such are not required to attend extraordinary meetings of the committee.

Section 78: 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 89: 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 940. Membership Committee

The Membership Committee is charged with the initiation of, and the planning and development of, programs designed to promote membership growth, and advocating member interests across all Society programs. It shall be chaired by the past president and shall consist of vice presidents of each of the program boards or his/her designee, and three at-large members appointed by the chair. The program boards representatives shall act as membership advocates, seek to coordinate Society membership programs, and resolve membership related issues with and between each program board. The ombudsman will report to this committee administratively, and subcommittees may be established in the IEEE Computer Society Policies & Procedures Manual.

Section 101: 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 112: 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 in 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 123: Planning Committee

The Planning Committee shall continuously attempt to identify potential new activities of interest to the Society, modify existing activities, and initiate, promote, and develop plans for such activities in conjunction with the appropriate committees. The president-elect shall chair the Planning Committee and shall appoint its members.

Section 1513: 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.

Section 14: Professional Practices Committee
There shall be a Professional Practices Committee with the mission of coordinating, in collaboration with relevant IEEE Computer Society boards, the Society’s participation in the development and maintenance of professional disciplines such as computer engineering, computer science, information technology, and software engineering, including: body of knowledge identification, curriculum, ethics, performance norms, and terminology. 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.

IEEE “Must Haves” - IEEE Required Amendments

D. Article II Nominations and Elections, Sections 1 and 5
Isaak moved for the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society Board of Governors approves the amendments to Article II Nominations and Elections, Sections 1 and 5.” Motion carried by voice vote.

E. Article III Board of Governors, Sections 6, 7 and 16
Isaak moved for the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society Board of Governors approves the amendments to Article III Board of Governors, Sections 6, 7 and 16.” Motion carried by voice vote.

F. Article XII Standing Committees, Section 11 Nominations Committee
Isaak moved for the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society Board of Governors approves the amendments to Article XII Standing Committees, Section 11 Nominations Committee.” Motion carried by voice vote.


27. Board of Governors Consent to 2009 Presidential Appointment – Land
To the Executive Committee (Vice President, Professional Activities)
Motion 27: Grier moved, Eden seconded, “MOVED, that the IEEE Computer Society Board of Governors approves the 2009 Presidential Appointment to the Executive Committee of the Vice President, Professional Activities, James W. Moore.” Motion carried by voice vote.

DISCUSSION ITEMS

28. ACM and IEEE Metadata – Carter
Carter provided an update on ACM/IEEE metadata agreement discussions. IEEE has acknowledged that the IEEE Computer Society should take the lead in future discussions.

29. Membership Report – Kasturi
Kasturi provided an update on membership activities.

Walz provided an update on Technical & Conference Board efforts to ensure the integrity of papers submitted at future IEEE Computer Society sponsored conferences.

Harauz provided an update on efforts to organize a Games Technology Standards Committee.

32. Software Engineering Professional Roadmap – Moore
Moore provided an overview of the IEEE Computer Society products targeting software engineering practitioners, and current efforts to enhance the integration of society offerings.

33. Software Engineering Leadership Summit Report – Land
Land provided a summary of the Software Engineering Leadership Summit held the previous day on 4 February 2009.

34. Industry Advisory Board – Bollweg
Bollweg provided an update on efforts to form the Industry Advisory Board.
35. computer.org – Burgess
Burgess provided an update on computer.org.

36. CSDL Phase II – Reisman
Reisman provided an update on the CSDL Phase II.

37. BLANK

38. BLANK

39. BLANK

REPORTS

40. AD HOC COMMITTEES

41. EXECUTIVE COMMITTEE MEMBERS
A. President-Elect - Isaak
The President-Elect report is in the Agenda Book.

B. Vice President, Chapters Activities - Sankaran
The Chapters Activities report is in the Agenda Book.

C. Vice President, Educational Activities - Clements
The EAB report is in the Agenda Book.

D. Vice President, Publications - Reisman
The Publications report is in the Agenda Book.

E. Vice President, Standards Activities – Harauz
The SAB report is in the Agenda Book.

F. Vice President, Technical & Conference Activities - Walz
The T&C report is in the Agenda Book.

H. Secretary – Grier
No report.

I. Past President – Kasturi
No report.

J. IEEE Division V/VIII Directors – Cooper/Diamond
No report.

K. Computer Editor-in-Chief – Chang
No report.

42. STANDING COMMITTEES
A. Audit – Eden
No report.

B. Awards – Conte
The Awards report is in the Agenda Book.

C. Computer Society International Design Competition – Clements
No report.

D. Constitution & Bylaws – Isaak/Varanasi
See the President-Elect report in the Agenda Book.

E. Elections – King
The Elections report is in the Agenda Book

F. Electronic Products & Services – Cybenko gave a brief report on efforts to reorganize the Electronic Products & Services Committee.

G. Fellows – Das
No report.

H. Finance – Shafer
The Finance Committee report is in the Agenda Book.

I. History – King
No report.

J. Intersociety Cooperation – Kasturi
The Intersociety Cooperation report is in the Agenda Book.
K. International Federation for Information Processing (IFIP) – TBD
No report.
   IEEE Sensors Council – Schober/Varanasi
   The IEEE Sensors Council report is in the Agenda Book.
   IEEE Technology Management Council – Schober
   IEEE Technology Management Council report is in the Agenda Book.

L. Membership – Kasturi
Kasturi gave a brief oral report and noted his report is in the Agenda Book.

Ombudsman/Member Services – White
The Ombudsman report is in the Agenda Book.

M. Nominations – Kasturi
Kasturi gave a brief oral report on efforts to identify nominees for the 2010 president-elect and officers slate.

N. Personnel and Compensation – Kasturi
No report.

O. Planning – Isaak
See the President-Elect report in the Agenda Book.

P. Professional Practices Committee – Moore
The Professional Practices Committee report is in the Agenda Book.

43. OTHER

44. STAFF

A. Director, Products and Services - Butterfield
The Products and Services report is in the Agenda Book.

B. Interim Director, Information Technology & Services - Wadsworth
The IT&S report is in the Agenda Book.

C. Director, Membership – Doan
The Membership report with attachments is in the Agenda Book.

Asia/Pacific Office Report

D. Associate Executive Director, Director of Governance – Kelly
The Governance report is in the Agenda Book.

E. Director, Sales and Marketing – Price
The Sales & Marketing report is in the Agenda Book.

F. Director, Business and Product Development – Vu
The Business and Product Development report is in the Agenda Book.

45. SPECIAL ORDERS
None.

46. UNFINISHED BUSINESS OR GENERAL ORDERS
None.

47. NEW BUSINESS
None.

48. GOOD OF THE ORDER – Isaak
Isaak stated that the Computer Society should develop a mechanism to facilitate donations life members and others may wish to make to societies (their dues are waived).

Motion 55: Isaak moved, Reisman seconded, “MOVED, that the IEEE Computer Society Board of Governors asks IEEE Technical Activities Board to initiate the creation of a mechanism for donations to societies, ideally including the annual renewal form.”

Action: President. Due: ASAP. BOG 2/09. Notify IEEE TAB that the IEEE Computer Society would like to have a mechanism created for donations to societies, ideally including the annual renewal form.

49. ANNOUNCEMENTS
None.
50. **NEXT MEETING**  
The next meeting will be held on Friday, 5 June 2009 in Savannah, Georgia.

51. **ADJOURNMENT**  
The meeting adjourned at 4:20 p.m. Pacific Time.