1. **Call to Order – Grier**

A meeting of the IEEE Computer Society Executive Committee was held at 8:00 a.m. Pacific Daylight Time, on 7 February 2013 at the Renaissance Long Beach Hotel, Long Beach, California, USA. David Alan Grier, president, chaired and David Ebert served as secretary.

2. **Roll Call – Ivanov**

A roll call was held as follows:

**A. Franchised Members**

- Elizabeth L. Burd, VP, 2nd VP, Member & Geographic Activities, absent
- Thomas M. Conte, 1st VP, Publications Activities, present
- Paul R. Croll, VP, Technical & Conference Activities, present
- David Ebert, Secretary, present
- Jean-Luc Gaudiot, VP, Educational Activities
- David Alan Grier, President, present
- Paul K. Joannou, Treasurer, present
- Susan (Kathy) Land, Division VIII Director-elect
- Dejan S. Milojicic, President-Elect, Present
- Donald F. Shafer, VP, Professional Activities, present
- Charlene (Chuck) Walrad, VP, Standards Activities, present
- John W. Walz, Past President, present

**B. Ex officio Members (without vote)**

- Angela R. Burgess, Executive Director, present
- Roger U. Fujii, IEEE Division VIII Director, present
- Susan K. (Kathy) Land, IEEE Division V Director-Elect, present
- James W. Moore, IEEE Division V Director, present

3. **Introduction of Guests – Grier**

The following guests and staff were present:

- Michael Bennett
- Evan Butterfield
- Hilda Carmen
- Vi Doan
- Anne Marie Kelly
- Chris Jensen
- John Miller

4. **Approval of Agenda – Grier**

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

**ACTION ITEMS**

5. **ACTION ITEMS**

   **Consent Agenda* – Grier**

   **A. Minutes – 5 November 2011**

   **B. Email ballot to approve CS representative to CSAB**

   These items were approved with the approval of the agenda.

   (*The Consent Agenda is approved with the approval of the Agenda.*)
6. Amendments to the Society Bylaws – Grier
   A. 1st Reading
   BYLAWS Article II – Nominations and Elections

   ARTICLE II - NOMINATIONS AND ELECTIONS

   Section 2: Nomination to the Board of Governors

   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 eleven-nine nominees to
   fill seven-five annually 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 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 1.

   Section 3: 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 4: 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 5: Board Elections

   1. Election to the Board shall be by secret ballot of the Society membership.

   2. Five candidates 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.
1st Reading Bylaws Motion

Motion 6A: Milojicic moved on behalf of the Constitution and Bylaws Committee: “MOVED, that the IEEE Computer Society Executive Committee endorses the proposed amendments to Bylaws Article II – Nominations and Elections Schedule 2 Nomination to the Board of Governors and Section 5 Board Elections.” The motion passed by voice vote with one opposed.

B. 1st Reading

Bylaws Article III Board of Governors Section 2 Officers

ARTICLE III - BOARD OF GOVERNORS

Section 1: Board of Governors Responsibility

The Board of Governors shall be responsible for providing guidance, at the policy level, to all of the organizational entities within the Society. The Board shall set direction and strategy for the Society, and shall review the performance of the program boards and other committees and entities to assure compliance with its policy directions.

Operational issues should not normally be considered by the Board except in exceptional cases, or when there are requests for policy clarification or change related directly to operational or other program board matters.

Section 2: Officers

The officers of the Board shall be the Society's president, president-elect, past president, first vice president, second vice president, and secretary. The secretary shall be elected by the Board at its annual meeting from the franchised Board members for the following year.

1st Reading Bylaws Motion

Motion 6B: Milojicic moved on behalf of the Constitution and Bylaws Committee: “MOVED, that the IEEE Computer Society Executive Committee endorses the proposed amendments to Bylaws Article III Board of Governors Section 2 Officers.” The motion passed by voice vote,


A. PPM Section 24 Emerging Products & Services Committee

SECTION 24 EMERGING PRODUCTS & SERVICES COMMITTEE

24.1 GENERAL

24.1.0 Definition

The Emerging Products and Services Committee (EPSC) shall, at the direction of and to the degree specified by the President, participate in the development of emerging products and services and related policies, for the IEEE Computer Society.

24.1.1 Boards Responsible for Innovation

Each board within the Computer Society is responsible for developing and improving its lines of products of services. These boards shall develop, revise and extend their own products and services. They are free to call for the assistance of the EPSC for any of this work.

24.1.2 Responsibilities of EPSC

At the direction of the President or as requested by the Board of Governors, the EPSC may assist boards as they develop new products, services, and related policies. The EPSC may be called on by the President to coordinate the development of new products, services, or policies that involve multiple boards, or that does not have a home within an existing board. The EPSC may, at the request of the President: initiate and receive proposals for emerging or existing products, services, and related policies that extend the offerings of the Computer Society
beyond its existing products and services; evaluate new technologies for products or services, especially those
that may be used by more than one board; oversee the definition and operation of projects and activities
necessary to test the feasibility of proposals; and make recommendations to the President, regarding ultimate
disposition of such proposals and projects.

24.2 EMERGING PRODUCTS & SERVICES COMMITTEE

24.2.1 Membership

The EPSC shall be chaired by the EPSC chair and shall consist of the chair of the STC Governance Committee
and three to five members appointed selected by the EPSC chair with the consent of the Executive Committee.
The President of the Society may appoint up to two voting members. IEEE Computer Society representatives to
serve as voting members. Appropriate staff members shall serve as ex officio nonvoting members of the EPSC.

24.2.3 Budgeting Responsibilities

If requested by the President and/or members of the Board, the EPSC shall review proposals, annual budgets,
PIFs, and operating plans for new products, services, and policies. Additionally, the EPSC shall prepare and
recommend its own annual budget to the Finance Committee and the Board of Governors.

24.2.3 Emerging Products & Services Handbook

The Emerging Products & Services Committee shall create and be responsible for maintaining an Emerging
Products & Services Handbook, which sets forth detailed procedures for the operation of the Society’s
electronic products and services and continuity of the operation of Society’s electronic products and services.
The EPSC may modify its procedures without Board of Governors approval provided that its procedures are
consistent with the policies and procedures of the IEEE Computer Society. All changes to the handbook
procedures shall be published in the Agenda Book prepared for the next Board of Governors’ meeting following
the change. The EPSC chair is responsible for ensuring that a copy of the current handbook is distributed to
each voting and non-voting member of the EPSC, operations committees, and the Board of Governors at the
beginning of each calendar year.

24.3 PROJECTS AND PROJECT COMMITTEES

24.3.1 Operations and Duties

The EPSC shall support projects that are aligned with the Computer Society’s most recent strategic plan. Such
projects, whether received or initiated by the EPSC must be documented to include all information required in
the (short) Product Initiation Form defined in the IEEE Computer Society’s Planning Committee Handbook.
Received proposals shall be reviewed in a timely manner by the EPSC, and the chair shall recommend courses
of action to the President. The EPSC may create project committees, and appoint project committee chair to
carry out the goals of a proposal. Project committee activities shall be reviewed annually by the EPSC before
the final annual meeting of the Board of Governors, and the EPSC chair shall recommend to the president-elect
termination or continuation of project committees for the following year.

24.4 OBJECTIVES AND OPERATING PRINCIPLES

24.4.1 With the exception of those products designed specifically for membership benefits only and not for
revenue generation, emerging products and services should generate revenues sufficient to recover both their
marginal cost of production and a prorated share of the costs of preparing the information for use in any
medium.

24.4.2 When subscription is needed to access a revenue-generating product, subscription access to emerging
products or services should be routinely accomplished through the IEEE member and subscription sign-up and
renewal processes, and not a separate process with separate billings and fulfillment costs. Adding the ability to
sign up new members and subscriptions via the web, and to allow members to update their own address
records online, should be a high priority.
24.5 SPECIAL TECHNICAL COMMUNITIES (STCs)

STCs are self-sustaining (revenue-generating) online communities of computing professionals (including students) who share a common technical, geographic, career, or other interest. STCs are created to capitalize on supported or approved social networking facilities of the Computer Society in order to realize a set of common objectives. STCs may be created around any set of ideas that are relevant to the Society’s field of interest. STCs are agile entities that are relatively easy to create and organize, and that can develop new products and services to realize their communities’ goals and objectives.

24.5.1 STC Governance Committee

The STC Governance Committee shall be a standing committee of the EPSC. It consists of at least four and no more than six voting members who are appointed by the EPSC chair with the approval of the President of the Computer Society. All chairs of active, recognized STCs are ex officio, non-voting members of the STC Governance Committee. (STC GC)

24.5.2 Chair of STC Governance Committee

The Chair of the STC Governance Committee shall be appointed by the President upon the recommendation of the EPSC Chair. The Chair of the STC Governance Committee shall be a full voting member of EPSC.

24.5.3 Responsibilities

The STC GC shall be responsible for all strategic and operational matters related to the vitality of STCs.

The STC GC shall establish and maintain the standards and operating infrastructure necessary to support STCs. The STC GC shall review all applications for new STCs and approve or reject such applications. The STC GC shall conduct thorough reviews to assess the overall vitality of all existing STCs and approve their continuation or termination.

24.5.4 STC Handbook

The STC Governance Committee shall approve, govern, review, and terminate all STCs according to the policies and procedures specified in the STC Handbook.

The STC Governance Committee shall be responsible for reviewing the STC Handbook and recommending changes, additions or deletions to the Handbook. Any changes, additions or deletions to the STC Handbook shall be approved by the EPSC.

24.5.5 Annual Review

The EPSC shall review the STC program at the end of each fiscal year. The EPSC shall report to the Board of Governors the accomplishments of all active STCs, the number of active STCs at the start of the year, the number of new STCs that were formed in the year, and the number of STCs that were terminated during the year.

At the end of each year, the EPSC shall review the overall health of each STC and shall recommend actions to the president for the coming year. The EPSC can recommend that the STC program continue as it operated during the prior year, continue with modifications to the program, or cease operations. The president shall report the recommendation to the Board of Governors.
Motion 7.A: Milojicic moved on behalf of the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society Executive Committee approves the proposed amendments to the PPM Section 24 Emerging Products and Services.”

8. **Special Orders**
   None.

9. **Good of the Order**
   None.

10. **New Business**
    None.

11. **Next Meeting**
    The next meeting will be held on 13 June 2013 at the Renaissance Seattle Hotel.

12. **Adjournment – Grier**
    The meeting adjourned at 8:45 a.m. PDT.