1. **Call to Order – Williams, M.**

A meeting of the IEEE Computer Society Board of Governors was held at 8:30 a.m. Pacific time on 9 February 2007 at the Sheraton Wall Centre, Vancouver, British Columbia, Canada. Michael R. Williams, president, chaired with Christina M. Schober serving as secretary.

2. **Roll Call/Proxies – Schober**

A roll call was held as follows:

**A. Franchised Members**

Jean M. Bacon, present  
Deborah M. Cooper, 2006 President, present  
George V. Cybenko, absent, proxy to Cooper  
Antonio Doria, VP, Chapters Activities Board, present  
Robert Dupuis, present  
Richard H. Eckhouse, present  
Van L. Eden, present  
Frank E. Ferrante, present  
Roger U. Fujii, present  
Ann Q. Gates, present  
Juan E. Gilbert, present  
James D. Isaak, present  
Rangachar Kasturi, 2008 President, present  
Richard A. Kemmerer, absent, proxy to Schober  
Susan K. Land, First VP, Conferences & Tutorials Board, present  
Gary McGraw, absent, no proxy  
Itaru Mimura, present  
James W. Moore, present  
Brian M. O’Connell, absent, proxy to Eckhouse  
Sorel Reisman, Second VP, Electronic Products & Services Board, present  
Christina M. Schober, Secretary, present  
Stephen B. Seidman, VP, Educational Activities Board, present  
Donald F. Shafer, present  
Robert H. Sloan, present  
Makoto Takizawa, absent, proxy to Mimura  
Stephanie M. White, VP, Technical Activities Board, present  
Michael R. Williams, 2007 President, present  

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

Angela R. Burgess, Acting Co-Executive Director, present  
Carl K. Chang, *Computer EIC*, present  
Oscar N. Garcia, 2006-2007 IEEE Division V Director, present  
Anne Marie Kelly, Acting Co-Executive Director, present  
Jon G. Rokne, VP, Publications Board, present  
John W. Walz, VP, Standards Activities Board, present  
Thomas W. Williams, 2007-2008 IEEE Division VIII Director, present
3. **Introduction of Guests – Cooper**

The following guests and staff were present:

- Georgann Carter
- Alan Clements
- Steven L. Diamond
- Violet S. Doan
- Gerald L. Engel
- Russell Flint
- Seema Gupta
- John Harauz
- Lynne Harris
- Gene Hoffnagle
- Iwao Hyakutake
- Neal Linson
- John G. Miller
- Richard J. Price
- David Schultz
- Pradip Srimani
- Don Wright

4. **Approval of Agenda – Rokne**

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

Add item 12: SC Funding Request – Israel/Land
Add item 13: 2007 Recovery Plan - Miller

5. **BLANK**

6. **Approval of Minutes of the 3 November 2006 Meeting – Schober**

Motion 6: Kasturi moved, “MOVED, that the minutes of the 3 November 2006 Board of Governors meeting be approved as is.” Motion carried.

7. **Report of the President – Williams, M.**

President Williams gave an oral report in addition to his written report in the Agenda Book.

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

The Treasurer’s report is found in the Agenda Book.


Burgess and Kelly reported on recent activity in the society, which can be found in the Agenda Book.

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

Schober reviewed the status of action items as of 1 February 2007, which can be found in the Agenda Book. Item 1 remains open.

**ACTION ITEMS**

11. **Consent Agenda – Schober**

A. **Second Reading of Bylaws Amendments Package**

The second reading was approved with the approval of the agenda.

12. **SC 2006 Funding Request for Educational Programs – Kasturi/Land**

Motion 12: Kasturi moved for the Finance Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approve funding the ACM/IEEE CS SC HPC Scholarship Program in the amount of $200,000 and rescind the approval of $98,050 for the SC07 Pathway Proposal. Final approval of the scholarship plan will be made by the IEEE CS Executive Committee.” Motion carried by voice vote.

13. **Fiscal 2007 Get Well Plan – Kasturi/Miller**

Motion 13: Kasturi moved for the Finance Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approve the fiscal 2007 Get Well Plan (see attachment 13).” Motion carried by voice vote.

14. **BLANK**
DISCUSSION ITEMS

19. Organizational Review Update – Kasturi/Flint
Kasturi and Flint led the discussions on the organizational review that was presented to the board during the Caucus.

20. Executive Director Search Update - Cooper

EXECUTIVE SESSION BEGINS

21. Board of Governors Consent to Presidential Appointment of Editor(s)-in-Chief - Rokne
A. CS Press

Motion 21A: Rokne moved for the Publications Board, “MOVED, that the Board of Governors of the IEEE Computer Society requests the President to direct the Publications Board to restart the search for the EIC of CS Press without prejudice to any candidate and with an increased emphasis on the thoroughness of the report.” Motion carried by voice vote.

22. Approval of Awards Recipients – Gates
A. 2007 Harlan Mills Award

23. Selection of 2008 IEEE Division VIII Director-Elect Candidates - Cooper

24. Washington DC Staffing – Kasturi

24A. Executive Director Location Discussion – Williams, M/Cooper

EXECUTIVE SESSION ENDS

Motion 21A: 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 CS Press with a term of 1 January 2008 through 31 December 2009.” Motion failed.

Action: President. Due: ASAP. BOG 02/07. 21A. Direct the VP of Publications to initiate a new search for the EIC of CS Press.

Motion 22: Gates moved for the Awards Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves the 2007 Harlan D. Mills Award recipient as recommended by the Awards Committee.” Motion carried by voice vote.

Action: President. Due: ASAP. BOG 02/07. 22A-1 Notify the recipient of the 2007 Harlan D. Mills Award.

Action: Awards Chair. Due: After President notifies the recipient. BOG 02/07. 22A-2. Notify the nominator and subcommittee of the 2007 Harlan D. Mills Award recipient.

Motion 23: Cooper moved for the Nominations Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves the 2008 IEEE Division VIII Director-Elect Candidate slate as recommended by the Nominations Committee.” Motion carried.
Action: ED. Due: ASAP. BOG 02/07. 23. Notify IEEE of the board’s approved candidate slate for the 2008 IEEE Division VIII Director-Elect.

25. Governance Subcommittee Recommendations - Kasturi

Motion 25: Kasturi moved for the Planning Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves in principle the proposal to combine the Conferences & Tutorials (C&T) Board and the Technical Activities Board (TAB) and directs the Vice Presidents of C&T and TAB to recommend a new structure to merge their boards for approval by the Board of Governors in May.” Motion carried by voice vote.

Action: Land/White. Due: 18 May 2007. BOG 02/07. 25. Bring forward recommendation for a new structure to merge C&T and TAB for approval by the Board of Governors at the 18 May meeting.

26. BLANK

27. 2007 Budget Amendments – Israel

A. Capital Budget
   None brought forward.

B. Operating Budget
   None brought forward.

28. BLANK

29. BLANK

30. BLANK

31. BLANK

DISCUSSION ITEMS

32. MOU Update – Diamond
    Diamond gave an update of the MOU status.

33. 2008 Program Board Budget Targets – Williams, M.
    M. Williams reported that zero-base budgeting will be followed for each program board and he encouraged all VPs to provide their 2008 projected budgets through their staff contacts.

34. 2008 Proposed Meeting Schedule – Kasturi
    Kasturi noted that the plan for 2008 is to hold two “in person” meetings, one in May/June and another in October/November. He requested members to contact him within the next few weeks if they see any concerns about this plan.

35. Electronic Products & Services Board Presentation – Reisman
    Deferred to a future meeting.

36. Chapters Activities Board Presentation – Doria
    Doria made a presentation of the Chapters Activities Board.

37. BLANK

38. BLANK

39. BLANK

40. BLANK
REPORTS

41. AD HOC COMMITTEES
   A. Executive Director Search Committee – King
      The Search Committee report is in the Agenda Book.

42. EXECUTIVE COMMITTEE MEMBERS

42A. President-Elect - Kasturi
      No report.

42B. Vice President, Chapters Activities - Doria
      The CAB report is in the Agenda Book.

42C. First Vice President, Conferences & Tutorials - Land
      The C&T report is in the Agenda Book.

42D. Vice President, Educational Activities - Seidman
      The EAB report is in the Agenda Book.

42E. Second Vice President, Electronic Products & Services - Reisman
      The EPSB report is in the Agenda Book.

42F. Vice President, Publications - Rokne
      The Publications report is in the Agenda Book.

42G. Vice President, Standards Activities – Walz
      The SAB report is in the Agenda Book.

42H. Vice President, Technical Activities – White
      The TAB report is in the Agenda Book.

42I. Secretary – Schober
      No report.

42J. Past President - Cooper
      No report.

42J. IEEE Division V/VIII Directors – Garcia/T. Williams
      The Division Directors report is in the Agenda Book.

42K. Computer Editor-in-Chief – Chang
      No report.

43. STANDING COMMITTEES

43A. Audit – O’Connell
      The Audit Committee report is in the Agenda Book.

43B. Awards - Gates
      The Awards Committee report is in the Agenda Book.

43C. Computer Society International Design Competition – Clements
      No report.
43D. **Constitution & Bylaws – Kasturi**  
No written report. Kasturi distributed the changes to the PPM that were approved by the Executive Committee on 8 February.

43E. **Elections – Grant**  
No report.

43F. **Fellows – Kurdahi**  
No report.

43G. **Finance – Israel**  
No report.

43H. **History – King**  
No report.

43I. **Intersociety Cooperation – Cooper**  
No report.

*IEEE Nanotechnology Council Representative – Kapur*  
The Nanotechnology Council Representative report is in the *Agenda Book*.

43J. **Membership – Cooper**  
No report.

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

43K. **Nominations – Cooper**  
No report.

43L. **Personnel and Compensation – Cooper**  
No report.

43M. **Planning – Kasturi**  
No report.

43N. **Professional Practices Committee – Moore**  
The PPC report is in the *Agenda Book*.

44. **OTHER**  
None

45. **STAFF**

45A. **Publisher - Burgess**  
The Publications Office report is in the *Agenda Book*.

45B. **Acting Director, Information Technology - Linson**  
The IT&S report is in the *Agenda Book*.

45C. **Director, Administration – Doan**  
The Administration report with attachments a-d are in the *Agenda Book*.  
  a. **December 2006 Membership Report**  
  b. **Asia/Pacific Office Report**  
  c. **Beijing Service Center Report**  
  d. **Moscow Service Center Report**
45D. **Director, Business & Product Development – TBD**

No report.

45E. **Associate Director, Volunteer Services – Kelly**

The Volunteer Services report with attachments a-d 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*

46. **SPECIAL ORDERS**

None.

47. **UNFINISHED BUSINESS OR GENERAL ORDERS**

None.

48. **NEW BUSINESS**

Motion 48A: T. Williams moved, “MOVED that the Board of Governors of the Computer Society approves that the office of the Executive Director be located in Washington, D.C. the headquarters of the IEEE Computer Society.” Motion carried by hand count.

Motion 48B: T. Williams moved, “MOVED, that the Board of Governors of the IEEE Computer Society approve the proposed Washington Office staffing plan of a minimum of 17 positions to support the Executive Director, Conferences & Tutorials, Governance and Volunteer services, Membership, Digital Library sales and associated supporting staff.:

Current Washington Staffing: 17 staff
- Executive Office: 1 staff
- Administration: 8 staff
- IT&S: 2 staff
- Volunteer Services: 6 staff
- We also have 9 open positions, 3 of which are filled by temps

Add 2 head count for Executive Director and Admin for a total of 19.” Motion failed by roll call vote with 14 negative votes and 7 abstentions.

1. Bacon – Absent, no proxy
2. Cooper - NO
3. Cybenko - Abstain
4. Doria - NO
5. Dupuis - Abstain
6. Eckhouse – Absent, no vote
7. Eden - NO
8. Ferrante - NO
9. Fujii – Absent, no proxy
10. Gates - NO
11. Gilbert - NO
12. Isaak - Abstain
13. Kasturi - NO
14. Kemmerer - Abstain
15. Land - NO
16. Mimura - Abstain
17. McGraw – Absent, no proxy
18. Moore - Abstain
19. O’Connell – Absent, no proxy
20. Reisman - NO
21. Schober - NO
22. Shafer- NO
23. Sloan- NO
24. Takizawa - NO
25. White - Abstain
26. Williams, M.- NO

Motion 48C: White moved, "Given that there are financial implications of moving Conferences and CSDP staff to the West Coast, the Board of Governors of the Computer Society requests CS staff to prepare a financial analysis to inform the Board's decisions on the subject." Motion carried by voice vote.
49. GOOD OF THE ORDER
None

50. ANNOUNCEMENTS
None.

51. NEXT MEETING
The next meeting will be held at 8:30am on Friday, 18 May 2007 in Los Angeles, California USA.

52. ADJOURNMENT
The meeting adjourned at 6:30pm Pacific Time.

ATTACHMENTS

<table>
<thead>
<tr>
<th>Attachment</th>
<th>Description</th>
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<tbody>
<tr>
<td>11A</td>
<td>Revised Bylaws Document</td>
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<tr>
<td>13</td>
<td>Fiscal 2007 Get Well Plan Present</td>
</tr>
<tr>
<td>43D</td>
<td>Revised PPM Document</td>
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<tr>
<td>43M</td>
<td>Strategy Clarification Workshop</td>
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