APPROVED MINUTES
IEEE COMPUTER SOCIETY
BOARD OF GOVERNORS MEETING

22 February 2003
Bahia Hotel Resort
San Diego, California USA

1. Call to Order - *Diamond*

A meeting of the Board of Governors of the IEEE Computer Society was held at 8:30 a.m. on 22 February 2003 at the Bahia Hotel Resort in San Diego, California USA. Stephen L. Diamond, president, chaired, with Oscar N. Garcia as secretary.

2. Roll Call/Proxies - *Garcia*

A roll call was held as follows:

A. Franchised Members

Fiorenza C. Albert-Howard, present
Jean M. Bacon, present
Ricardo Baeza-Yates, absent, no proxy
Manfred Broy, present
Carl K. Chang, President-Elect, present
Alan Clements, present
George V. Cybenko, absent, proxy to Kemmerrer
Deborah M. Cooper, present
Stephen L. Diamond, President, present
Oscar N. Garcia, Secretary, present
Wolfgang K. Giloi, Treasurer, present
Mark A. Grant, present
Haruhisa Ichikawa, present
Michael Israel, present
Lowell G. Johnson, present
Richard A. Kemmerer, present
Willis K. King, Past President, present
Susan A. Mengel, present
James W. Moore, VP, Standards Activities, present
Deborah K. Scherrer, First VP for Educational Activities, present
Christina M. Schober, VP, Conferences & Tutorials, present
Stephen Seidman, present
Kathleen M. Swigger, present
Makato Takizawa, present
Michael R. Williams, present
Thomas W. Williams, present

B. Ex officio Members (without vote):
Doris L. Carver, *Computer* EIC, absent
David W. Hennage, Executive Director, present
Gene F. Hoffnagle, Division V Director-Elect, absent, proxy to Scherrer
James D. Isaak, IEEE Division VIII Director, present
Rangachar Kasturi, VP, Publications, present
Guylaine M. Pollock, IEEE Division V Director, present
Murali R. Varanasi, VP, Chapters Activities, present
Yervant Zorian, VP, Technical Activites

3. Introduction of Guests - *Diamond*

The following guests and staff were present:

Angela R. Burgess	Debra P. Evans
Robert G. Care	John C. Keaton
Robert Desoff	Roy Mangum
Violet S. Doan	Richard A. Price
Michael Elliott	Slawo Wesolkowski

4. Approval of Agenda - *Diamond*

Motion 4: Giloi moved, "MOVED, that the agenda be approved as amended:" Motion carried.

Add item 12: Independent Access Resolution - *Giloi*
Add item 13: Distribution of 2003 Volunteer Directory - *Albert-Howard*
Add item 25A: Article XII, Electronic Publications Board - *Chang*

5. Resolution for Karl Reed

Motion 5: Scherrer moved, Schober seconded "MOVED, that the Board of Governors approve a resolution to wish a speedy recovery for Karl Reed." Motion carried by acclamation.

6. Approval of Minutes of the 8 November 2002 Meeting – *Bacon/Mengel*

Motion 6: Bacon moved, Mengel seconded "MOVED, that the minutes of the 8 November 2002 Board of Governors meeting be approved as is." Motion carried by voice vote.

7. Report of the President - *Diamond*

President Diamond gave an oral report in addition to his written report on pages 7-1 and 7-2.

8. Report of the Vice President for Finance & Treasurer - *Giloi*

Giloi gave the report of the treasurer (see pages 8-1 thru 8-33 of the *Agenda Book*).

9. Report of the Executive Director – *Hennage*

Hennage reported on recent activity in the society (see pages 9-1 thru 9-6 of the *Agenda Book*) and also noted the executive staff reports in section 44.

10. Status of Action Items - *Garcia*

The secretary reviewed the status of action items as of 31 January 2003 (see page 10-1). Items 1 and 2 remain open.

ACTION ITEMS

11. Consent Agenda – *Garcia*

All items on the Consent Agenda are carried with the approval of the Consent Agenda.

A. Confirmation of Email Ballot: Approval of Computing Curricula Project

B. Second Reading of Bylaws Amendment, Article VI, C&T

C. Second Reading of Bylaws Amendment, Article VII, EAB

12. Independent Access Resolution – *Giloi*

Motion 12: Williams moved, Albert-Howard seconded, "Moved that the Board of Governors of the IEEE Computer Society rescinds the "parallel operation" requirement set forth in the motion passed by the board on 10 November 2002, and

FURTHER MOVED that all of the detailed data maintained and used for the "old" budget tool (Excel spreadsheets) be maintained and used for the "new" budget tool (to be determined) such that the level of analysis and projection possible with the "old" system be maintained and extended, and

FURTHER MOVED that prior to each meeting of the Board of Governors, members of the board and executive committee be provided with soft copy (both Excel or other tool allowing manipulation of the data, similar to Excel and PDF) of:

1. Budget Lite
2. The Complete Budget

Motion carried.

13. Distribution of 2003 Volunteer Directory - *Albert -Howard*

Motion 13: Albert-Howard moved, Seidman seconded, "MOVED, that the Board of Governors of the IEEE Computer Society distributes the Volunteer Directory only in electronic form." Motion approved by voice vote with two abstentions, not recorded.

14. BLANK

15. Approval of ITC'03 Budget - *Schober*

Motion 15: Schober moved for the Conferences & Tutorials Board, "MOVED, that the Board of Governors of the IEEE Computer Society approves the ITC'03 budget as proposed and delegates authority to the Vice President for Conferences and Tutorials to monitor the ITC '03 budget and approve budget revisions." Motion approved by voice vote.

16. Approval of SC'03 Budget- *Schober*

Motion 16: Schober moved for the Conferences & Tutorials Board, "MOVED, that the Board of Governors of the IEEE Computer Society approves the SC'03 budget as proposed and delegates authority to the Vice President for Conferences and Tutorials to monitor the SC '03 budget and approve budget revisions." Motion approved by voice vote.

17. BLANK

18. BLANK

EXECUTIVE SESSION BEGINS

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

Motion 19A.1. Kasturi moved for the Publications Board, "MOVED, that the Board of Governors of the IEEE Computer Society consent to the presidential approval of the reappointment of Rajesh Gupta as the editor-in-chief of *IEEE Design & Test*." Motion carried.

Action: President. Due: ASAP. BOG 02/03. 19A.2. Notify Rajesh Gupta of his reappointment to *IEEE Design & Test* with a term of 1 January 2004 through 31 December 2005.

Motion 19B.1. Kasturi moved for the Publications Board, "MOVED, that the Board of Governors of the IEEE Computer Society consent to the presidential approval of the reappointment of John Knight as the editor-in-chief of *IEEE Transactions on Software Engineering*." Motion carried.

Action: President. Due: ASAP. BOG 02/03. 19B.2. Notify John Knight of his reappointment to *IEEE Transactions on Software Engineering* with a term of 1 January 2004 through 31 December 2005.

Motion 19C.1. Kasturi moved for the Publications Board, "MOVED, that the Board of Governors of the IEEE Computer Society consent to the presidential approval of the reappointment of Pen Yew as the editor-in-chief of *IEEE Transactions on Parallel & Distributed Systems*." Motion carried.

Action: President. Due: ASAP. BOG 02/03. 19C.2. Notify Pen Yew of his reappointment to *IEEE Transactions on Parallel & Distributed Systems* with a term of 1 January 2004 through 31 December 2005.

Motion 19D.1. Kasturi moved for the Publications Board, "MOVED, that the Board of Governors of the IEEE Computer Society consent to the presidential approval of the reappointment of Forouzan Golshani as the editor-in-chief of *IEEE MultiMedia*." Motion carried.

Action: President. Due: ASAP. BOG 02/03. 19D.2. Notify Forouzan Golshani of his reappointment to *IEEE MultiMedia* with a term of 1 January 2004 through 31 December 2005.

Motion 19E.1. Kasturi moved for the Publications Board, "MOVED, that the Board of Governors of the IEEE Computer Society consent to the presidential approval of the reappointment of Frank Ferrante as the editor-in-chief of *IT Professional*. " Motion carried.

Action: President. Due: ASAP. BOG 02/03. 19E.2. Notify Frank Ferrante of his reappointment to *IT Professional* with a term of 1 January 2004 through 31 December 2005.

20. Selection of 2004 Division V Director-Elect candidates – *King*

Motion 20: King moved for the Nominations Committee, "MOVED, that the Board of Governors of the IEEE Computer Society approves the candidate slate of Stephen L. Diamond and Ronald Waxman for 2004 Division V Director-Elect:" Motion carried by voice vote with one abstention.

Action: Executive Director. Due: ASAP. BOG 02/02. 20. Notify IEEE of the board-approved 2003 election slate for IEEE Division Director-elect candidates.

21. Approval of Award Recipients - *Garcia*

A. 2003 W. Wallace McDowell Award

Motion 21A.1: Garcia 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 2003 W. Wallace McDowell Award. " Motion carried.

Action: President. Due: ASAP. BOG 02/03. 21A-2. Notify the recipient of the 2003 W. Wallace McDowell Award.

Action: Awards Chair. Due: After President notifies recipient. BOG 02/03. 22A-3. Notify the nominator and subcommittee of the 2003 W. Wallace McDowell Award recipient.

B. 2002 Technical Achievement Award

Motion 21B.1: Garcia moved for the Awards Committee, "MOVED, that the Board of Governors of the IEEE Computer Society approves the recommendation of the Awards Committee for two recipients of the 2002 Technical Achievement Award. " Motion carried.

Action: President. Due: ASAP. BOG 02/03. 21B-2. Notify the two recipients of the 2002 Technical Achievement Award.

Action: Awards Chair. Due: After President notifies recipients. BOG 02/03. 21B-3. Notify the nominator and subcommittee of the 2002 Technical Achievement Award recipient.

EXECUTIVE SESSION ENDS

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23. 2003 Budget Amendments - *Giloi*

None brought forward.

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25. Amendments to the Society Bylaws - *Chang*

A. Article XIII – Electronic Products & Services Board

Motion 25A.: Chang moved for the Constitution and Bylaws Committee, "MOVED, that the Board of Governors of the IEEE Computer Society approves the Bylaws amendments to create the Electronic Products & Services Board as hereby submitted. " Motion carried.

1) Removal of the Electronic Products and Services Committee from Article XII – Standing Committees, Section 6

2) Addition of Article XIII – Electronic Products & Services Board

ARTICLE XIII – ELECTRONIC PRODUCTS AND SERVICES

Section 1: Electronic Products and Services Board

The Electronic Products and Services Board shall formulate the policies related to the creation, packaging and delivery of all Computer Society electronic products and services. This shall include the digital library, the distance learning curriculum and offerings, the Society website and communities, and other electronic or web based products and services. This Board shall advise and monitor its subcommittees on the execution of these policies. The Board 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 ~~and approving~~ the scope of new and existing electronic products, ~~recommending termination of electronic products~~ recommending changes in the scope of electronic products, and making budgetary recommendations ~~to the Finance Committee and Board of Governors~~. It is also the responsibility of the Board 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 policies related to periodicals and press products shall be the responsibility of the Publications Board.

The Electronic Products and Services Board shall be chaired by the vice president for electronic products and services and shall consist of the following voting members: the chairpersons of the operations committees, a representative from each of the other program boards, and additional members as defined in the Computer Society *Policies & Procedures Manual*.

Section 2: Operations Committees

Operations committees to recommend and to implement the policies of the Electronic Products and Services Board shall be defined in the Computer Society *Policies & Procedures Manual*.

The chairs and members of the committees shall be appointed as defined in the Computer Society *Policies & Procedures Manual.*

Section 3: Editor-in-Chief Appointment and Terms

1. There shall be an editor-in-chief appointed for the Computer Society web who will chair the Web Operations Committee. The function of the Web Operations Committee will be defined in the Computer Society *Policies & Procedures Manual.*

2. The Electronic Products and Services Board shall recommend to the president candidates for the editor-in-chief position, as specified in the Computer Society *Policies & Procedures Manual*.

3. The president, with the advice and consent of the Board of Governors, shall appoint the editor-in-chief for a term not to exceed two years.

4. The editor-in-chief may be appointed to serve a maximum of two consecutive terms.

26. *Policies & Procedures Manual* Revisions - *Chang*

Motion 26A.1: Chang moved for the Constitution and Bylaws Committee, "MOVED, that the Board of Governors of the IEEE Computer Society approves the Bylaws amendments to create the Electronic Products & Services Board as hereby submitted. " Motion failed.

SECTION 25 ELECTRONIC PRODUCTS AND SERVICES -*REVISED*

25.1 GENERAL

25.1.0 Definitions

In the following section, the term `electronic products' shall include all products and services delivered by the society through any electronic mechanism including the web and other internet applications.

25.1.1 Branding

All society electronic products are to bear the names and logos of both the Computer Society and the IEEE prominently on their home page. When appropriate other features should be added to improve the branding of our products.

25.1.2 Standards, Best Practices and Design

The Electronic Products and Services Board will have responsibility to ensure that electronic products produced by the society adhere to appropriate standards and best practices whenever possible. It will also monitor the design of electronic products for consistency across society entities.

25.1.3 Discriminatory Material in Electronic Products

Any discriminatory or derogatory statement suggesting age, sex, race, or other types of discrimination is unacceptable.

25.2 ELECTRONIC PRODUCTS AND SERVICES BOARD

25.2.1 Duties and Responsibilities

The duties of the Electronic Products and Services Board shall be as provided in the bylaws.

25.2.2 Membership

The Electronic Products and Services Board shall be chaired by the Vice President for Electronic Products and Services and shall consist of the following voting members: the chairpersons of the Web Operations Committee (Web Editor-in-Chief), Digital Library Committee, Distance Learning Committee, Community Development Committee, a representative from each of the other

program boards, and an additional three to five members appointed by the vice president for electronic products. The Computer Society representative to IEEE TAB/PSPB Products and Services Committee shall also be a member of this Board.

25.2.3 Budgeting Responsibilities

The Electronic Products and Services Board shall review annual budgets and operating plans as proposed by the operating committee chairs. Additionally it is responsible for preparing and recommending its annual budget to the Finance Committee and the Board of Governors.

25.2.4 Electronic Products and Services Handbook

The Electronic Products and Services Board shall create and be responsible for maintaining an *Electronic Products and Services Handbook,* which sets forth detailed procedures for the operation of the society's electronic products and continuity in the operation of society electronic products. The Electronic Products and Services Board may modify its procedures without Board of Governors approval provided that its procedures are consistent with the policies and procedures of the 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 vice president for electronic products and services is responsible for seeing that a copy of the then-current handbook is distributed to each member of the Electronic Products and Services Board, operations committees, and the Board of Governors at the beginning of each calendar year.

25.3 OPERATIONS COMMITTEES

25.3.1 Duties

The operations committees of the Electronic Products and Services Board shall be the Web Operations Committee, the Digital Library Committee, the Distance Learning Committee, the Community Development Committee and other ad hoc committees established by the vice president of the electronic products and services. Each of these operations committees shall deal with the electronic product distribution process and shall recommend and initiate changes in practice where necessary to assure that quality, budget, and time constraints can be met. Operations committees shall inform the Electronic Products and Services Board about ongoing products and plans, and undertake other assignments as specified by the Board.

25.3.2 Membership

With the exception of the Web Editor-in-Chief, the chairs of the operation committees shall be appointed by the vice president for electronic products and services. Members of the operation committees shall be appointed by the respective committee chairs in consultation with the vice president. Appropriate staff members are ex officio non-voting members of the operations committees.

25.3.3 Web Operations Committee

The Web Operations Committee shall recommend and implement policies for the design and operation of the society's web pages and monitor the society's Web pages for adherence to Web quality assurance standards as defined in the *Electronic Products and Services Handbook.* This committee is chaired by the Web Editor-in-Chief.

25.3.4 Digital Library Committee

The Digital Library Committee shall oversee operations related to the packaging and delivery of electronic publications in the Computer Society Digital Libraries produced by the Computer Society and by the society's electronic publishing partners.

25.3.5 Distance Learning Committee

The Distance Learning Committee shall specify, evaluate and select courses for the Computer Society's distance learning program, monitor operations, and recommend pricing.

25.3.6 Community Development Committee

The Community Development Committee shall oversee development of products and services for the society's online portals and communities.

25.4 WEB EDITOR-IN-CHIEF

25.4.1 Duties and Responsibilities

The Web Editor-in-Chief (Web EIC) shall be responsible for providing leadership in the development of policy issues involving the website, organization and coordination of the information available through our site, and active encouragement of the development of new web resources. This person would also have authority to approve the inclusion on our web site of new material and links, and to recommend expenditure of funds for prototypes and new projects. Decisions made by the Web EIC must be acceptable to the Electronic Products and Services Board.

25.4.2 Editor-in-Chief Appointments and Search Process

The vice president for electronic products and services shall establish an ad hoc EIC Search Committee for the open position, with the approval of the president. The search committee should develop a list of applicants through open solicitation. The applicants are most likely to be drawn from people who have some web or electronic products experience, and from those nominated as a result of the open solicitation. Nominations and applications shall be sought from technical committees, conferences, and other editorial boards.

As the search progresses, the search committee should keep the vice president and president aware of the candidates being considered. The functions of each body and officer need to be well understood by all involved: the search committee's function is to identify and evaluate applicants, and to select and recommend candidates from the applicants; the Electronic Products and Services Board reviews those candidates and makes its recommendations to the president; the president evaluates, selects and appoints the EIC from the candidates brought forward by the search committee and the Board of Governors reviews and consents to the appointment.

25.5 OBJECTIVES & OPERATING PRINCIPLES

The Computer Society's formal vision statement, set forth in its strategic plan, The World's Computer Society, is to be the leading provider of technical information to the world's computer professionals.

The objectives of the CS electronic products program in service of the society's vision are:

1. Electronic delivery methods should be used to better meet the needs of our members by improving their ability to identify relevant technical information, and to obtain access to that information with greater speed and convenience.

2. The society will clearly identify refereed and archival materials and is committed to maintaining eternal, accessible storage of archival products.

3. All electronic products will uphold at least the same standards of excellence as our comparable traditional products.

To achieve these objectives, the society will operate its program within the following policies and guidelines.

1. Electronic products should generate revenues sufficient to recover both their marginal cost of production and a prorated share of the costs of preparing the information for publication in any medium.

2. Subscription access to electronic products should be routinely accomplished through the IEEE member and subscription sign-up and renewal processes, 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 on-line, should be a high priority.

3. Initial pricing model for each electronic product will be specified in the Handbook.

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DISCUSSION ITEMS

35. BDO Seidman Report - *Diamond*

President Diamond led a discussion on the BDO Seidman report.

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38. BLANK

39. BLANK

REPORTS

40. AD HOC COMMITTEES

No reports.

41. EXECUTIVE COMMITTEE MEMBERS

41A. President-Elect - *Chang*

No report.

41B. Vice President, Chapters Activities - *Varansi*

(See pages 41B-1 and 41B-2 of the *Agenda Book*.)

41C. Vice President, Conferences & Tutorials - *Schober*

(See page 41C-1 through 41C-2 of the *Agenda Book*.)

41D. First Vice President, Educational Activities - *Scherrer*

(See pages 41D-1 and 41D-6 of the *Agenda Book*.)

41E. Vice President, Publications - *Kasturi*

(See pages 41E-1 and 41E-4 of the *Agenda Book*.)

41F. Vice President, Standards Activities – *Moore*

(See pages 41F-1 through 41F-4 of the *Agenda Book*.)

41G. Vice President, Technical Activities - *Zorian*

No report.

41H. Secretary – *Garcia*

No report.

41I. Past President - *King*

No report.

41J. IEEE Division V/VIII Directors - *Pollock/Isaak*

No report.

41K. *Computer* Editor-in-Chief - *Carver*

No report.

42. STANDING COMMITTEES

42A. Audit – *Albert-Howard*

No report.

42B. Awards - *Garcia*

Garcia gave a brief oral report.

42C. Computer Society International Design Competition - *Clements*

(See pages 42C-1 through 42C-2 of the *Agenda Book*.)

42D. Constitution and Bylaws - *Chang*

No report.

42E. Elections – *TBD*

No report.

42F. Electronic Products and Services - *King*

No report.

42G. Fellows – *Fellows*

No report.

42H. Finance - *Giloi*

No report.

42I. History – *Liu*

No report.

42J. Intersociety Cooperation – *King*

Latin America Activites Report - Barbacci

(See pages 42J-1 through 42J-2 of the *Agenda Book*.)

42K. Membership – *King*

No report.

Ombudsman/Member Services Report – Johnson, L.
(See pages 42K-1 through 42K-2 of the *Agenda Book*.)

42L. Nominations - *King*

No report.

42M. Personnel and Compensation - *Chang*

No report.

42N. Planning - *Chang*

No report.

42O. Professional Practices Committee – *Tripp*

(See pages 42O-1 thru 42O-6 of the *Agenda Book*.)

CSDP Training Committee – Seidman

(See pages 42O-7 through 42O-8 of the *Agenda Book*.)

43. OTHER

44. STAFF

44A. Publisher - *Burgess*

(See pages 44A-1 thru 44A-6 of the *Agenda Book*.)

44B. Director, Information Technology - *Care*

(See pages 44B-1 thru 44B-4 of the *Agenda Book*.)

44C. Director, Administration - *Doan*
(See pages 44C-1 thru 44C-2 of the *Agenda Book*.)

December 2002 Membership Report
(See pages 44C-3 and 44C-4 of the *Agenda Book*.)

Asia/Pacific Office Report
(See pages 44C-5 and 44C-6 of the *Agenda Book*.)

Beijing Service Center Report
(See pages 44C-7 and 44C-8 of the *Agenda Book*.)

44D. Associate Director, Volunteer Services – *Kelly*

(See pages 44D-1 and 44D-2 of the *Agenda Book*.)

Technical Meetings Final Reports Received Since Last Agenda Book
(See pages 44D-3 thru 44D-6 of the Agenda Book.)

Technical Meetings Approved Since Last Agenda Book
(See pages 44D-7 thru 44D-8 of the Agenda Book.)

Technical Meetings Final Reports Overdue
(See pages 44D-9 thru 44D-12 of the Agenda Book.)

Technical Meetings Schedule
(See pages 44D-13 thru 44D-36 of the Agenda Book.)

45. SPECIAL ORDERS

None.

46. UNFINISHED BUSINESS OR GENERAL ORDERS

None.

47. NEW BUSINESS

None.

48. GOOD OF THE ORDER

Post documents to the meeting forum.

49. ANNOUNCEMENTS

None.

50. NEXT MEETING

The next meeting will be held at 8:00 a.m. on Saturday, 10 May 2003 in Vancouver, BC CANADA USA.

51. ADJOURNMENT

The meeting adjourned at 11:00 a.m.

LIST OF ATTACHMENTS

None