APPROVED
IEEE COMPUTER SOCIETY
BOARD OF GOVERNORS MEETING

3 February 2012
Renaissance Long Beach
Long Beach, California USA

1. Call to Order – *Walz*

A meeting of the IEEE Computer Society Board of Governors was held at 8:30 a.m. PST on 3 February 2012 at the Renaissance Long Beach Hotel, Long Beach, California. John W. Walz, president, chaired with André Ivanov serving as secretary.

2. Roll Call – *Ivanov*

A roll call was held as follows:

A. Franchised Members

Pierre Bourque, present
Elizabeth L. Burd, VP, Educational Activities, present
José Ignacio Castillo-Velázquez, present
Thomas M. Conte, 1st VP, Publications, present
David S. Ebert, present
Hakan Erdogmus, present
Frank E. Ferrante, absent
Dennis J. Frailey, present
Jean-Luc Gaudiot, present
Atsuhiro Goto, present
David Alan Grier, President-Elect, present
André Ivanov, Secretary, present
Paul K. Joannou, VP, Professional Activities, present
Hironori Kasahara, absent
Gargi Keeni, present
Luis Kun, present
Fabrizio Lombardi, present
Dejan Milojicic, present
Paolo Montuschi, present
James W. Moore, Treasurer and Division V Director, present
Arnold N. Pears, present
William (Bill) Pitts, present
Jane Chu Prey, present
Sorel Reisman, Past President, present
Charlene (Chuck) Walrad, VP, Standard Activities, present
John W. Walz, President, present

B. Ex officio Members (without vote):

Angela R. Burgess, Executive Director, present
Paul R. Croll, VP, Technical & Conference Activities, present
Roger U. Fujii, IEEE Division VIII Director-Elect, present
Susan K. (Kathy) Land, IEEE Division VIII Director, present
Sattupathu V. Sankaran, VP, Member and Geographic Activities, present

3. Introduction of Guests – *Reisman*

The following guests and staff were present:
Michael Bennett
Evan M. Butterfield
Violet S. Doan
Susan Hayden
Chris Jensen
Ray Kahn
Anne Marie Kelly
John G. Miller
Christine Schober

Mary Ward-Callan

4. Approval of Agenda – *Walz*
Motion 4: Walrad moved, Burd seconded, "MOVED, that the agenda be approved as amended with the following additions: agenda item 35 A: Audit Committee Chair Comments (Gaudiot) and 35B. Nominations Committee Chair Comments (Reisman)." Motion passed by voice vote.

5. Approval of Minutes – 14 November 2011 – *Ivanov*
Motion 5: Burd moved, Pears seconded, "MOVED, that the minutes of the 14 November 2011 IEEE Computer Society Board of Governors meeting be approved as is." Motion passed by voice vote.

ACTION ITEMS

6. Status of Action Items – *Ivanov*
Ivanov reviewed the status of action items as of 3 February 2012. Items 1-14, 16 were closed at this meeting.

7. ACTION ITEMS
Consent Agenda* – *Walz*
A. 2012 Taylor L. Booth Education Award Recipient
B. 2012 Computer Pioneer Award Recipient

These items were approved with the approval of the agenda.
(**The Consent Agenda is approved with the approval of the Agenda*.)

8. Strategic Discussion – *Walz, Grier, Reisman*
A. Follow-up from Thursday Discussion – *Grier*
Grier commented on the strategic plan discussions that took place on Thursday, 2 February 2012.
B. ACM Relationship – *Reisman*
Reisman reported on meetings with ACM since the November 2011 Board meeting.
C. Report from India – *Walz*
Walz reported on his recent visit to India. Walz reported on the status of the memorandum of Understanding with the Computer Society of India.
D. Report from China – Reisman
Reisman reported on the status of the Memorandum of understanding with the Chinese Computer Federation and a proposal to reprint Computer Society content in China.

9. Report of the President – *Walz*
Walz gave a presentation and noted his written report attached to the Electronic Agenda book.

10. Report of the Executive Director – *Burgess*
Burgess gave a presentation and noted her written report attached to the Electronic Agenda Book.

11. Break – *Walz*

12. Chair, Electronic Products Services Committee – *Montuschi*
Montuschi gave a presentation.

13. VP, Publications – *Conte*
Conte gave a presentation.

14. VP, Educational Activities – *Burd*
Burd gave a presentation.

15. VP, Member and Geographic Activities – *Sankaran*
Sankaran gave a presentation.

16. VP, Standards Activities – *Walrad*
Walrad gave a presentation.

17. BoG Photo and Lunch – *Walz*

EXECUTIVE SESSION BEGINS

18. 2012 IEEE Division V Director-Elect Candidates – *Reisman*

19. Presidential Reappointment of Editors in Chief – *Conte*
A. *Computer*
B. *IEEE Internet Computing*
C. *IEEE Micro*
D. *IEEE Security & Privacy*
E. *IEEE Software*
F. *IEEE Transactions on Visualization & Computer Graphics*
G. *IEEE Transactions on Computers*

EXECUTIVE SESSION ENDS

20. Selection of 2012 IEEE V Director-Elect Candidates – *Reisman*
Motion 20: Reisman moved on behalf of the Nominations Committee, "MOVED, that the IEEE Board of Governors approves the candidate slate of James D. Isaak and Susan (Kathy) Land." Motion passed by voice vote.
Action: President. Due: ASAP. BOG 02/12 20. Notify Isaak and Land of their nomination.

21. Approval of Presidential Reappointment of Editors in Chief – *Conte*
A. *Computer*
B. *IEEE Internet Computing*
C. *IEEE Micro*
D. *IEEE Security & Privacy*
E. *IEEE Software*
F. *IEEE Transactions on Visualization & Computer Graphics*
G. *IEEE Transactions on Computers*
Motion 21: Conte moved on behalf of the Publications Board, "MOVED, the Board of Governors of the IEEE Computer Society accepts the recommendations of the Editor-in-Chief reappointment committees and the consents to the Editor-in-Chief reappointment decisions of the President for *Computer, IEEE Internet Computing, IEEE Micro, IEEE Security & Privacy, IEEE Software, IEEE Transactions on Visualization & Computer Graphics, and IEEE Transactions on Computers*."
Action: President. Due: ASAP. BOG 02/12 21A-G. Notify EICs of the reappointment decisions beginning 1 January 2013 through 31 December 2014.

22. Endorsement of Phase 2 Transactions Proposals – *Conte*
Motion 22A: Conte moved on behalf of the Publications Board, "MOVED, that the IEEE Computer Society Board of Governors endorses the Phase 2 proposal to launch the *IEEE Transactions on Emerging Topics in Computing,* to launch in 2013." Motion passed by voice vote with one abstention.
Motion 22B: Conte moved on behalf of the Publications Board, "MOVED, that the IEEE Computer Society Board of Governors endorses the Phase 2 proposal to launch the *IEEE Transactions on Wireless Computing for Healthcare,* to launch in 2013.
Motion 22C: Land moved, Pears seconded, "MOVED, that the IEEE Computer Society Board of Governors table this motion until the end of the meeting." Motion passed by voice vote.
Motion 22D: Prey moved, Land seconded, "MOVED, that the IEEE Computer Society Board of Governors reconsider the motion endorsing the Phase 2 proposal to launch the *IEEE Transaction on Emerging Topics in Computing.* Motion passed by voice vote.
Motion 22E: Conte moved, Land seconded, 'MOVED, that the IEEE Computer Society Board of Governors postpone consideration of the motion endorsing the Phase 2 proposal to launch the *IEEE Transactions on Emerging Topics in Computing* until the June 2012 Board of Governors meeting." Motion passed by voice vote.

Motion 22F: Conte moved, Land seconded, "MOVED, that the IEEE Computer Society Board of Governors take from the table the motion to endorse the Phase 2 proposals to launch the *IEEE Transactions on Wireless Computing for Healthcare*." Motion passed by voice vote.
Motion 22G: Conte moved, Land seconded, "MOVED, that the IEEE Computer Society postpone consideration of the motion endorsing the Phase 2 proposal for the *IEEE Transactions on Wireless Computing for Healthcare* until the June 2012 Board of Governors meeting." Motion passed by voice vote.

Action: VP, Publications. Due: BoG, June 2012. BOG 02/12 22. Discuss the Phase 2 proposals with the Computer Society Finance Committee and bring the proposals back to the Board of Governors in June.

23. Amendments to the Society Bylaws – *Grier*
2nd Reading
A. Bylaws Article II – Nominations and Elections Section 6 Officer Nominations
Motion 23A: Grier moved on behalf of the Constitution & Bylaws Committee, "MOVED, that the IEEE Computer Society approves the amendments to Article II – Nominations and Elections Section 6 Officer Nominations." Motion passed by voice vote

Action: Executive Director. Due: ASAP. BOG 02/12 23A. Notify IEEE of BoG approval of amendments.

ARTICLE II - NOMINATIONS AND ELECTIONS
Section 6: 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~~ Two 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. Nominations from the floor shall not be permitted during the Board meeting at which the selection occurs. The Board shall select by secret ballot ~~nominees~~ a slate of candidates for the positions of president-elect, first vice president, and second vice president and the names of those ~~nominees~~ candidates shall then be published in a Society publication nominally reaching the entire membership. In the same publication there shall be a request for petitions for additional ~~nominees~~candidates. ~~Nominations from the floor shall not be permitted during the Board meeting at which the selection occurs.~~ Additional ~~nominees~~ candidates 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.

B. Bylaws Article II Section 10 IEEE Delegate Director-Elect Nominations
Motion 23B: Grier moved on behalf of the Constitution & Bylaws Committee, "MOVED, that the IEEE Computer Society approves the amendments to Article II Section 10 IEEE Delegate Director-Elect Nominations." Motion passed by voice vote

Action: Executive Director. Due: ASAP. BOG 02/12 23B. Notify IEEE of BoG approval of amendments.

ARTICLE II NOMINATIONS AND ELECTIONS
Section 10: 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 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 shall prepare a list of two or more proposed nominees. 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*. The 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 candidates not less than ~~one~~ two or more than three candidates~~nominees~~ from the proposed 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 candidate(s)~~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.

C. Bylaws Article I – Membership
Motion 23C: Grier moved on behalf of the Constitution & Bylaws Committee, "MOVED, that the IEEE Computer Society approves the amendments to tArticle I – Membership." Motion passed by voice vote
Action: Executive Director. Due: ASAP. BOG 02/12 23C. Notify IEEE of BoG approval of amendments.

ARTICLE I - MEMBERSHIP
Section 1: Membership Grades
The classes of membership are:

- Member;
- ~~2~~. Society affiliate;
- ~~3.~~ A~~a~~ssociate
- ~~4.~~ S~~s~~tudent.
- 5. Graduate student.

Section 2: Rights and Privileges

Members, affiliates and associates shall be entitled to all rights and privileges of the Society.

Section 3: Qualifications

1. For admission or transfer to the class of member, a candidate shall either:

   a. be a member (or higher grade) of the IEEE,
   or

   b. be qualified as an IEEE affiliate.

2. The associate class is open to IEEE associate members.

3. ~~The~~ S~~s~~tudent and graduate student classes are open ~~class is open~~ to IEEE student members.

Section 4: Applications and Admissions

~~1.~~ Each application for admission to membership or for transfer to a different class shall include sufficient evidence of eligibility.

~~2. The Admissions Committee shall recommend a list of societies whose members may be qualified as affiliates for approval by the Board of Governors and submission to the IEEE.~~

Section 5: Terminations

Members who become delinquent in the payment of fees shall be treated in accordance with pertinent IEEE rules and procedures.

1st Reading
E. Bylaws Article XII Section 11 EPSC
Motion 23C: Grier moved on behalf of the Constitution & Bylaws Committee, "MOVED, that the IEEE Computer Society approves the amendments to Article XII Section 11 EPSC." Motion passed by voice vote

Action: Executive Director. Due: ASAP. BOG 02/12 23E. Publish proposed amendment in *Computer*.

ARTICLE XII – STANDING COMMITTEES
Section 11: Electronic Products & Services Committee.
The Emerging ~~Electronic~~ Products & Services Committee shall oversee ~~formulate~~ matters of ~~the~~ policies and issues concerning emerging ~~related to the creation, and packaging of all IEEE Computer Society electronic~~ products and services for the IEEE Computer Society. The committee has the responsibility for the following, related to new and existing products and services: reviewing and recommending changes in their scope; recommending and monitoring their quality; and coordinating and encouraging efforts to develop and provide new ones. It is the responsibility of the committee to evaluate and recommend new tools and technologies to facilitate the development or improve the production and delivery of existing and new products and services. Policies related to the intellectual property of emerging products shall be formulated by originating boards. The committee chair shall be appointed annually by the president. The chair shall appoint the members of the committee ~~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.*

24. ***Policies and Procedures Manual* Modifications Report – *Grier***
Grier noted those modifications to the *Policies and Procedures Manual* passed by the Executive Committee.
A. Section 6 Technical and Conference Activities Board
B. Section 15 Finance Committee

25. **Report of the Treasurer – *Moore***
Moore made note of his written report attached to Electronic Agenda.

26. **Break**

27 **VP, Professional Activities – *Joannou***
Joannou gave a presentation.

28. **VP, Technical and Conference Activities – *Schober***
Schober gave a presentation.

29. **IEEE Board of Directors Issues**
Land and Moore gave a presentation.

30. **Special Orders**
None.

33. **Unfinished Business or General Orders**
None.

34. **Good of the Order**
None.

35. **New Business**
A. Audit Committee Chair Comments
Gaudiot solicited suggestions for 2012 projects and stated there were no projects currently in process.
B. Nominations Committee Chair Comments
Reisman asked the Board to send him names of potential nominees for 2013 Board and officer positions.

36. Announcements

37. Next Meeting
The next meeting will be held at 8:30 a.m. on Friday, 15 June 2012 in Seattle, Washington USA.

38. ADJOURNMENT – *Walz*
The meeting adjourned at 4:00 p.m. PST.

REPORTS

AD HOC COMMITTEES

. EXECUTIVE COMMITTEE MEMBERS
A. President-Elect - *Grier*
No report.
B. Vice President, Educational Activities – *Burd*
The EAB report is attached to the Electronic Agenda.
C. Vice President, Member and Geographic Activities - *Sankaran*
The MGAB report is attached to the Electronic Agenda.
D. Vice President, Professional Activities – *Joannou*
The PAB report is attached to the Electronic Agenda.
E. First Vice President, Publications - *Conte*
No report.
G. Vice President, Standards Activities – *Walrad*
The SAB report is attached to the Electronic Agenda.
H. VP, Technical & Conference Activities – *Croll*
No report.
I. Second Vice President, Secretary – *Ivanov*
No report.
J. Past President – *Reisman*
No report.
K. IEEE Division V/VIII Directors – *Land/Moore*
No report.
L. Ombudsman – *Dupuis*
No report.

STANDING COMMITTEES
A. Audit – *Gaudiot*
No report.
B. Awards - *Bader*
No report.
C. Constitution & Bylaws – *Grier*
No report.
D. Elections – TBA
No report.
E. Electronic Products & Services – *Montuschi*
No report.
F. Fellows – *Medioni*
No report.
G. Finance – *Moore*
The Finance report is attached to the Electronic Agenda.
H. History – *Walden*
No report.
I. Intersociety Cooperation – *Reisman*
No report.
J. Nominations – *Reisman*
No report.
K. Planning – *Grier*

No report.

OTHER

STAFF REPORTS

A. Director, Products and Services - *Butterfield*
The Products and Services report is attached to the Electronic Agenda.
B. Director, Information Technology & Services - *Kahn*
The IT&S report is attached to the Electronic Agenda.
C. Director, Membership – *Doan*
The Membership report is attached to the Electronic Agenda.
D. Associate Executive Director, Director of Governance – *Kelly*
The Governance report is attached to the Electronic Agenda.
E. Marketing and Sales – *Jensen*
The Marketing & Sales report is attached to the Electronic Agenda.