Approved Minutes
IEEE COMPUTER SOCIETY
EXECUTIVE COMMITTEE MEETING
Thursday, 10 June 2010
Marriott Renaissance Hotel
Denver, CO USA

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1. **Call to Order –** *Isaak*
   A meeting of the IEEE Computer Society Executive Committee was held at 3:00 p.m., MDT, on 10 June 2010 at the Marriott Renaissance Denver Hotel, Denver, Colorado USA. James D. Isaak, president, chaired and Anne Marie Kelly served as acting secretary.

2. **Roll Call –** *Kelly*
   A roll call was held as follows:

   A.   Franchised Members
   Elizabeth L. Burd, VP, Educational Activities Board, present
   Frank E. Ferrante, Treasurer, present
   Roger U. Fujii, 1st VP, Standards Activities Board, present
   David Alan Grier, VP, Publications, present
   James D. Isaak, President-Elect, present
   Susan K. (Kathy) Land, 2009 President, present
   James W. Moore, VP, Professional Activities Board, present
   Sorel Reisman, President-Elect, present
   Sattupathu V. Sankaran, VP, Member and Geographic Activities Board, present
   Jeffrey M. Voas, 2nd VP, Secretary, absent
   John W. Walz, VP, Technical & Conference Activities Board, present

   B.   Ex officio Members (without vote)
   Angela R. Burgess, Executive Director, present
   Carl K. Chang, *Computer* EIC, absent
   Stephen L. Diamond, 2009-2010 IEEE Division VIII Director, present
   Michael R. Williams, 2010-2011 IEEE Division V Director, present

3. **Introduction of Guests –** *Isaak*
   The following guests and staff were present:

   Michael Bennett
   Pierre Bourque
   Evan Butterfield
   Georgann Carter
   Paul Croll
   Violet S. Doan
   Jean-Luc Gaudiot
   Susan Hayden
   Hironori Kashara
   Anne Marie Kelly
   Phillip Laplante
   Joe Lillie
   Itaru Mimura
   John G. Miller
   Bill Pitts
   Dick J. Price
   Carl Scott
   Steven L. Tanimoto

4. **Approval of Agenda –** *Isaak*
   Motion 4: Ferrante moved, Grier,seconded, "MOVED, that the agenda be approved as is." Motion carried by voice vote.

5. **Approval of Minutes of the 5 February 2010 Meeting –** *Isaak*
    Motion 5: Land moved, Reisman seconded, "MOVED, that the minutes of the 5 February 2010 Executive Committee meeting be approved as is." Motion carried by voice vote.

6. **Report of the President –** *Isaak*
    Isaak gave an oral report.

7. **Report of the Treasurer –** *Ferrante*
    Ferrante gave an oral report and referred to his report attached to the Electronic Agenda.

8. **Report of the Executive Director –** *Burgess*
    Burgess gave an oral report and referred to her report in Electronic Agenda Book

9. **Amendments to the Society Bylaws –** *Reisman*

    A. **Bylaws Article VI Technical & Conference Board**

Motion 9A: Reisman moved on behalf of the Constitution & Bylaws Committee, "MOVED, that the IEEE Computer Society Executive Committee endorses the proposed amendments to Article VI Technical & Conference Activities Board." Motion carried by voice vote.

ARTICLE VI – TECHNICAL AND CONFERENCE ACTIVITIES

Section 1: Technical and Conference Activities Board

The Technical and Conference Activities (T&C) Board shall oversee and set policy for the Society's ~~task forces (TFs),~~ technical committees ~~and technical councils~~ (~~together,~~ TCs), and their sponsored conferences steering committees (CSC), conferences, symposia, workshops and tutorials. These policies ~~which~~ shall be in accordance with the IEEE conference policies and procedures. ~~and IEEE Administrative Procedures for Regional and Technical Activities policies.~~ The T&C Board shall be chaired by the vice president for technical and conference activities. ~~and consist of the following members: officers, committee chairs, and additional members as defined in the IEEE Computer Society *Policies & Procedures Manual*.~~

Section 2: ~~Committees~~ Membership

The T&C Board shall have membership as defined in the IEEE Computer Society *Policies & Procedures Manual*. ~~Committees to advise and to implement the policies of the Technical and Conference Activities Board shall be defined in the IEEE Computer Society *Policies & Procedures Manual*. The vice president of technical and conference activities shall appoint the chairs of these committees.~~

Section 3: ~~Appointments~~ Standing Committees

The ~~vice president for technical and conference activities~~ T&C Board shall have standing and ad hoc committees to advise and to implement the policies of the T&C Board ~~appoint liaisons to other IEEE Computer Society program boards and committees~~ as defined in the IEEE Computer Society *Policies & Procedures Manual*.

    B. **Bylaws Article XII Section 6 Finance Committee**

Motion 9B: Reisman moved on behalf of the Constitution & Bylaws Committee, "MOVED, that the IEEE Computer Society Executive Committee endorses the proposed amendments to Article XII Section 6 Finance Committee." Motion carried by voice vote.

ARTICLE XII STANDING COMMITTEES
Section 6: 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 treasurer shall chair the Finance Committee. The Finance Committee shall consist of members as defined in the IEEE Computer Society *Policies & Procedures Manual.*
~~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.~~

C. Bylaws Article XII Section 11 Personnel & Compensation Committee

Motion 9C. Land moved, Grier seconded, "MOVED, that the IEEE Computer Society Executive Committee endorses the proposed amendments to Article XII Section 11 Personnel & Compensation Committee as amended." Motion carried by voice vote.

ARTICLE XII STANDING COMMITTEES
Section 11: Personnel and Compensation Committee

The Personnel and Compensation Committee shall monitor the Computer Society's compliance with the human resources ~~, personnel~~ and compensation policies of the ~~Society~~IEEE~~, and bring any needed changes in such policies to the Board of Governors~~. The committee ~~will~~ shall ~~produce~~ conduct an ~~annual~~ evaluation of the ~~Executive Director~~ chief staff executive ~~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~~ chief staff executive, shall be appointed by the chair and shall be an *ex officio*, non-voting member of this committee.

D. Bylaws Article XII Section 12 Planning Committee

Motion 9D. Reisman moved on behalf of the Constitution & Bylaws Committee, "MOVED, that the IEEE Computer Society Executive Committee endorses the proposed amendments to Article XII Section 12 Planning Committee." Motion carried voice vote.

ARTICLE XII STANDING COMMITTEES
Section 12: Planning Committee

~~There shall be a~~ The Planning Committee ~~with the mission to~~ shall assist the Board in strategic planning. The Planning Committee shall develop~~s~~ and recommend~~s~~ the overall strategic direction for the ~~IEEE~~ Computer Society, describe~~s~~ outcomes, monitor~~s~~ progress towards the outcomes, and review~~s~~ results as a basis for revising strategy, and recommend~~s~~ actions to the Board of Governors. The president-elect shall chair the Planning Committee. ~~Additional members, are described in the Policies and Procedures Manual.~~ The Planning Committee shall consist of members as defined in the IEEE Computer Society *Policies & Procedures Manual.*
~~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.~~

10. Policies and Procedures Manual Modifications – *Reisman*

A. PPM Section 6 Technical & Conference Activities Board

Motion 10A: Reisman moved on behalf of the Constitution and Bylaws Committee, "MOVED, that the IEEE Computer Society Executive Committee approves the proposed amendments to Section 6 Technical & Conference Activities Board."   Motion passed on voice vote.

A. PPM Section 6 T&C Board

SECTION 6 TECHNICAL AND CONFERENCE ACTIVITIES BOARD

6.1. MEMBERSHIP

The Technical and Conference Activities (T&C) Board shall be chaired by the vice president for technical and conference activities as provided in the bylaws, and shall consist of the following members: ~~five~~four chairs of the T&C Board committees (who will also serve as vice chairs of the T&C Board), the secretary, the treasurer and at least six individuals representing a balance of both Technical Committee (TC)~~C~~ and conference volunteer leadership experience, appointed by the vice president for technical and conference activities. ~~ ~~The most recent past vice president for technical and conference activities and a member of the society's professional staff appointed by the chief staff executive are non-voting members.

6.2. RESPONSIBILITIES

The T&C Board shall be responsible ~~for the general oversight of and~~ for setting policy for and the general oversight of the activities of the IEEE Computer Society's ~~task forces, technical councils and technical committees (combined,~~ TCs~~)~~ as well as for defining the society's role and policy for ~~the~~ sponsored technical meetings (TM) in which the society participates, whether defined as conferences, symposia, workshops or tutorials (excluding chapter tutorials). The TM is managed by the sponsoring TC, conference steering committee,~~s~~ and conference organizers. The T&C Board shall also be responsible for oversight of conference publishing products.

1. The T&C Board ~~ ~~shall review and approve annual TC operating plans and operating budgets as proposed by the TCs and recommended by the Technical Activities ~~Operations~~ Committee according to procedures established in the *Technical and Conference~~s~~ Activities Board Handbook*.

2. The T&C Board shall approve technical meetings with expense budgets between 1% and 2% of the society's annual budgeted expenses. The Technical Meeting Request Committee ~~will~~ shall approve technical meetings with expense budgets under 1% of the society's annual budgeted expense according to procedures established in the *Technical Meeting Handbook*.

3. The T&C Board shall review and recommend to the Board of Governors approval of any technical meetings with expense budgets over 2% of the society's annual budgeted expenses.

4. The T&C Board shall establish an effective interface ~~between the T&C Board and the~~with other program boards and other activities of the IEEE Computer Society.

5. The T&C Board shall encourage discussion of issues related to technical meetings among TC chairs and technical meeting organizers~~,~~ and conference steering committees.

6. ~~Periodically (A~~at least once every four years.~~)~~ the T&C Board shall evaluate each TC's scope of activity, technical vitality, and financial health, and recommend appropriate action, i.e., creating new TCs and/or terminating or merging existing TCs. Minimum activity criteria shall be set forth in the *Technical and Conference~~s~~ Activities Board Handbook*.

6.3 COMMITTEES

6.3.1 Technical Activities ~~Operations~~ Committee

6.3.1.1 Membership

The Technical Activities ~~Operations~~ Committee (~~OpCom~~TAOC**TAC**) shall be chaired by a vice chair of the T&C Board appointed by the vice president for technical and conference activities and shall consist of all the chairs of the TCs, and at least four <u>and no more than six</u> ~~additional members appointed by the Vice President of Technical and Conference Activities~~<u>at large members appointed by the vice chair with the concurrence of the Vice President</u>. The vice chair of the Conference Activities ~~Advisory~~ Committee shall be an *ex-officio* member of this Committee. <u>Subcommittees may be formed at the discretion of the chair.</u>

6.3.1.2 Duties

<u>The Technical Activities Committee (TAC) shall provide guidance for the technical activities and shall report such activities to the T&C Board.</u>

<u>1. The TAC shall review proposed operating plans and budgets to assist TC chairs in defining adequate, substantive, and realistic technical programs and budgets. Once a plan is reviewed by the TAC, it will be forwarded for approval to the T&C Board with a TAC recommendation for approval or amendment. The plan will become the official operating plan for the TC upon its approval by the T&C Board.</u>

<u>2. The TAC shall specify technical committee vitality criteria, assessment techniques, measurements, and related matters for inclusion in the *Technical and Conference Activities Board Handbook*.</u>

<u>3</u>~~2~~<u>. The TAC shall encourage TCs with common technical interests and overlapping scopes to sponsor joint technical activities (e.g., workshops, symposia, conferences, newsletters, etc.) and to explore and collaborate in areas of common interest. TAC shall encourage TCs to merge conferences in overlapping areas and develop new programs and activities in important disciplines where the CS does not already have such activities.</u>

<u>4</u>~~3~~<u>. The TAC shall promote cooperation and joint technical activities between TCs and other IEEE Organizational Units, non-IEEE computer and technical professional bodies, and relevant national professional societies.</u>

<u>5</u>~~4~~<u>. The TAC shall assist TC chairs in recognizing outstanding technical leaders and achievers, and submit the necessary documentation for nominating candidates for the various IEEE and IEEE Computer Society awards.</u>

<u>6</u>~~5~~<u>. The TAC shall make recommendations for updating the *Technical & Conference Activities Board Handbook*, to be approved by the</u> ~~V~~<u>vice</u> ~~P~~<u>president for</u> ~~T~~<u>technical and</u> ~~C~~<u>conference</u> ~~A~~<u>activities.</u>

<u>7</u>~~6~~<u>. The TAC shall provide an interface between the T&C Board and society staff to explore administrative matters or procedures that could impact TC chairs (e.g., TC budgets, timely TC membership list updates, etc.).</u> ~~The Technical Activities OpCom~~TAOC ~~shall provide guidance for the technical activities and technical committees of the society and shall report such activities to the T&C Board.~~

~~1. The Technical Activities OpCom~~TAOC ~~and T&C Treasurer shall review proposed operating plans and budgets to assist TC chairs in defining adequate, substantive, and realistic technical programs and budgets. TC budget entitlements~~allocation ~~shall be computed according to the policies set forth in Section 6.10. Once a plan is reviewed by the Technical Activities OpCom~~TAOC~~, it shall be forwarded for approval to the T&C Board with a Technical Activities OpCom~~TAOC ~~recommendation for approval or amendment. The plan shall be become the official operating plan for the TC upon its approval by the T&C Board.~~

~~2. The Technical Activities OpCom~~TAOC ~~shall encourage TCs with common technical interests and overlapping scopes to sponsor joint technical activities (e.g., workshops, symposia, conferences, newsletters, etc.) and to explore and collaborate in areas of interest. Technical Activities OpCom~~TAOC ~~shall encourage TCs to merge conferences in overlapping areas and to develop new programs and activities in important disciplines where the CS does not already have such activities..~~

3. The Technical Activities OpComTAOC shall promote cooperation and joint technical activities between TCs and other IEEE Organizational Units and with non-IEEE computer and technical professional bodies and relevant national professional societies.

4. The Technical Activities OpComTAOC shall assist TC chairs in recognizing outstanding technical leaders and achievers and assist the Vice President for Technical and Conference Activities in submitting the necessary documentation for nominating candidates for the various IEEE and IEEE Computer Society awards.

5. The Technical Activities OpComTAOC shall make recommendations for updating the *Technical & Conferences Activities Handbook*, to be approved by the Vice President for Technical and Conference Activities.

6. The Technical Activities OpComTAOC shall provide an interface between the T&C Board and society staff to explore administrative matters or procedures that could impact TC chairs (e.g., TC budgets, timely TC membership list updates, etc).

6.3.2 Conference Activities Advisory Committee

6.3.2.1 Membership
The Conference Activities Advisory Committee (CACAdCom) shall be chaired by a vice chair of the T&C Board appointed by the vice president for technical and conference activities and shall consist of all the chairs of cthe Conference sSteering cCommittees as *ex-officio* members and at least four and no more than six six members appointed by the Vice President for Technical and Conference Activitiesat large members appointed by the vice chair with the concurrence of the Vice President. The members shall be drawn from past meeting chairs of small, medium, or large meetings. The vice chair of the Technical Activities OpComTAOCTAC shall be an *ex-officio* member of this Committee. Subcommittees may be formed at the discretion of the chair.

6.3.2.2 Duties
The Conference Activities Committee (CAC) shall provide guidance for technical meeting activities of the society and shall report such activities to the T&C Board.

1. The CAC shall review technical meeting steering committee charters, and their modifications, and makes recommendations to the T&C Board on meeting termination or sponsorship changes.

2. The CAC shall specify technical meeting vitality criteria, assessment techniques, measurements, and related matters for inclusion in the *Technical Meetings Handbook.*

3. The CAC shall assess the technical and financial viability of the TC technical meeting portfolio and provide guidance to TC Chairs.

4. The CAC shall assist technical meeting chairs in recognizing outstanding technical leaders and achievers and submit the necessary documentation for nominating candidates for the various IEEE and IEEE Computer Society awards.

5. The CAC shall make recommendations for updating the *Technical Meeting Handbook*, to be approved by the Vvice Ppresident for Ttechnical and Cconference Aactivities.

6. The CAC shall provide an interface between the T&C Board and society staff to explore administrative matters or procedures that could impact technical meeting chairs (e.g., meeting budgets, timely processing of Technical Meeting Request Forms (TMRFs), planning support, etc.).The Conference Activities AdCom shall provide guidance for meeting activities of the society and shall report such activities to the T&C Board.

1. The Conference Activities AdCom shall assist meeting chairs in recognizing outstanding technical leaders and achievers and assist the Vice President for Technical and Conference Activities in submitting the

~~necessary documentation for nominating candidates for the various IEEE and IEEE Computer Society awards.~~

~~2. The Conference Activities AdCom shall make recommendations for updating the *Technical Meeting Handbook*, to be approved by the Vice President for Technical and Conference Activities.~~

~~3. The Conference Activities AdCom shall provide an interface between the T&C Board and society staff to explore administrative matters or procedures that could impact meeting chairs (e.g., meeting budgets, timely processing of Technical Meeting Request Forms (TMRFs), planning support, etc.).~~

6.3.3 Technical Meeting Request Committee

6.3.3.1 Membership

The Technical Meeting Request Committee (TMRC) shall be chaired by a vice chair of the T&C Board appointed by the vice president for technical and conference activities and shall consist of at least four and no more than six~~members appointed by the Vice President for Technical and Conference Activities~~at large members appointed by the vice chair with the concurrence of the ~~V~~vice ~~P~~president.~~.~~ The committee shall be composed of individuals representing a balance of both TC and conference volunteer leadership experience. The vice chair of the Conference Activities ~~Advisory~~ Committee shall be an *ex-officio* member of this Committee. Subcommittees may be formed at the discretion of the chair.

6.3.3.2 Duties

The Technical Meeting Request Committee (TMRC) shall provide oversight of administrative tasks, guidance for technical meeting committees, and any necessary new methods, tools, and training programs to assist meeting organizers.

1. The TMRC shall review and either approve~~s~~ or reject~~s~~ technical meetings according to procedures established in the *Technical Meeting Handbook*.

2. The TMRC shall maintain the IEEE Computer Society's *Technical Meeting Handbook*, with the assistance of the appropriate society staff. The handbook shall include detailed procedures for the conduct of the technical meetings program.

3. The TMRC is responsible for reviewing and recommending either approval or rejection of technical meeting Memorandums of Understanding (MOUs) to the ~~V~~vice ~~P~~president for ~~T~~technical and ~~C~~conference ~~A~~activities.

4. The TMRC shall review and recommend either approval or rejection of financial sponsorship changes or Technical Co-Sponsorship requests to the ~~V~~vice ~~P~~president for ~~T~~technical and ~~C~~conference ~~A~~activities.

5. The TMRC shall work with TCs to identify and participate in promising technical meetings on emerging technologies either as candidates for TC Technical Co-Sponsorship and/or through CS proceedings publication.

6. The TMRC facilitates post-meeting analysis with technical meeting Chairs when a conference resulted in a deficit.~~The TMRC shall be responsible for oversight of the administrative tasks which support the meetings of the society. The TMRC shall provide guidance for the technical meeting committees of the society and establishes methods, tools, and training programs to assist meeting organizers. The TMRC shall approve technical meetings according to procedures established in the *Technical Meeting Handbook*. The TMRC, with the assistance of the appropriate society staff member, maintains the IEEE Computer Society's *Technical Meeting Handbook*. The handbook shall include detailed procedures for the conduct of the technical meetings program. Additionally, the TMRC shall be responsible for recommending approval of Memorandums of Understanding (MOUs) to the Vice President of Technical and Conference Activities. (6.4.3)~~

~~6.3.4 Assessment and Planning Committee~~

~~6.3.4.1 Membership~~

The Assessment and Planning Committee shall be chaired by a vice chair of the T&C Board appointed by the Vice President for Technical and Conference Activities and shall consist of at least four members appointed by the Vice President for Technical and Conference Activities. The committee shall be composed of individuals representing a balance of both TC and conference volunteer leadership experience. Subcommittees may be formed at the discretion of the chair.

6.3.4.2 Duties
The Assessment and Planning Committee shall be responsible for the strategic planning and ongoing assessment of the meetings of the society. The Assessment and Planning Committee shall assess the technical and financial viability of the T&C Board meeting portfolio and make recommendations to the T&C Board regarding the management of this portfolio. The Assessment and Planning Committee also shall review steering committee charters for technical meetings, and their modifications, and makes recommendations to the T&C Board on meeting termination or sponsorship changes.

6.3.45 Conference Publications Operations Committee

6.3.45.1 Membership
The Conference Conference Publications Committee (CPC) shall be chaired by a vice chair of the T&C Board appointed by the vice president for technical and conference activities and shall consist of at least four and no more than six at large members appointed by the vice chair with the concurrence of the vice president. One at large member shall be a liaison to the Publications Board. Subcommittees may be formed at the discretion of the vice chair.

6.3.45.2 Duties
The Conference Publications Committee shall be responsible for oversight of all Computer Society conference publishing products. The Conference Publications Committee shall oversee program direction, overall program operations, intellectual property issues, pricing and revenue sharing. The committee may test prototype products for decisions on future activities.

6.4 TECHNICAL MEETINGS

6.4.1 TECHNICAL MEETING REQUEST FORM (TMRF)

The IEEE Computer Society offers three types of meeting sponsorship: sponsorship, co-sponsorship, and technical co-sponsorship. The IEEE Computer Society prefers sponsorship or co-sponsorship, but there are situations in which technical co-sponsorship is appropriate.

To seek the support sponsorship of the IEEE Computer Society for a meeting, the general chair of the meeting, or designee, and the finance chair, shall complete and sign the Technical Meeting Request Form (TMRF) and should submit it electronically in CIMA at least twelve months prior to the meeting [or six months prior to the call for papers]. Financial sponsorship TMRFs are submitted using the system approved by the T&C Board. The year lead time is necessary to obtain necessary endorsements and approvals, negotiation and approval of all contracts, and to allow time to advertise the meeting. All forms of sponsorship require endorsement through one of at least one or more Ttechnical Ccommittees (TCs). , which are the knowledge expert communities.

6.4.21.1 Sponsorship
The IEEE Computer Society is the sole sponsor of the meeting, accepting all financial and legal liability. All assets, tangible and intangible, shall be the property of the society.

6.4.21.2 Co-sponsorship
The IEEE Computer Society shares in the financial and legal liabilities according to the percentage of sponsorship as outlined in the MOU or steering committee charter. All assets, tangible and intangible, shall be the property of the sponsors in proportion to their respective share of meeting sponsorship. The IEEE Computer Society share shall be at least 50% for new meetings. The financial commitment must be stated in the TMRF, since advance loans and any surplus or loss must be shared in proportion to the commitment.

6.4.~~2~~1.3 Technical ~~Cooperation~~Co-sponsorship

The IEEE Computer Society <u>accepts no financial or legal liability for a technically co-sponsored meeting, but its members</u> participate~~s~~ in the meeting<u>'s technical program committee.</u> ~~but accepts no financial or legal liability for the meeting.~~ ~~The IEEE Computer Society understands that there are situations in which technical cooperation~~co-sponsorship ~~(TCS) is appropriate, and in those circumstances, allows requests for technical cooperation~~co-sponsorship, ~~but generally requires a closer relationship through sponsorship or co-sponsorship.~~ The ~~Vice President for Technical and Conference Activities (or designee)~~<u>TMRC vice chair</u> ~~may grant~~<u>shall review and approve</u> ~~cooperation~~<u>TCS</u>, in consultation with the appropriate CS TC chair(s)~~.~~ ~~Cooperation may be granted~~ <u>and</u> where there are significant benefits to the IEEE Computer Society and its members.

6.4.~~2~~1.4 Sponsoring and Cooperating Entities

The IEEE Computer Society participates in meetings sponsored by incorporated not-for-profit organizations, as opposed to those sponsored by individuals. The IEEE Computer Society may request evidence of incorporation and sufficient liability coverage by the sponsor(s).

6.4.~~3~~2 Memorandum of Understanding (MOU)

A memorandum of understanding (MOU), sets forth the relationship and obligations of the involved parties. ~~An~~ <u>The IEEE</u> MOU is required for all meetings in which two or more entities are co-sponsors. As a minimum, an MOU shall describe the following areas:

- Financial sponsorship of each entity including both liability and surplus distribution.

- Ownership of the intellectual property associated with the conference, including use of the conference name, slogan, copyright for publications, ~~ ~~and logo ownership.

- Assignment of conference management and other administrative responsibilities to the appropriate entities.

- Provisions for dissolving the relationship.

6.4.~~4~~3 Registration Rates

For all three cases, that is sponsorship, co-sponsorship or technical co-sponsorship, all IEEE Computer Society members, and all IEEE members, must be entitled to register at the lowest registration rates established for the meeting (except for student rates and other special discounted rates).

Non-member registration fees ~~should~~ <u>shall</u> be <u>a minimum of</u> 25% ~~to 50%~~ higher than fees for members of the sponsoring or cooperating organizations.

All complimentary registrations must be specifically described in the Technical Meeting Request Form.

6.4.~~5~~4 Approval of Technical Meetings

<u>Each technical meeting to be sponsored or cosponsored by, or in technical co-sponsorship with the IEEE Computer Society, must be endorsed by at least one technical committee chair. All meetings require the approval of the TMRC Chair.</u>

Technical meetings with <u>TMRF</u> expense budgets exceeding 2% of IEEE Computer Society's annual budgeted expenses <u> </u>require Board of Governors' approval, and those with <u>TMRF</u> expense budgets between 1% and 2% of the society's annual budgeted expenses require T&C Board approval.

~~Each technical meeting to be sponsored or cosponsored by, or in technical cooperation~~co-sponsorship ~~with the IEEE Computer Society, must be approved by one or more appropriate task force or technical committee chairs, as determined by the Vice President for Technical and Conference Activities The Vice President for Technical and Conference Activities may waive this requirement.~~

~~All meetings, with or without expense budgets, for which the TC Chair is the organizer require the approval of the Vice President for Technical and Conference Activities Board or designee~~TMRC Chair. ~~The meeting expense budget is the total of all expenses of the meeting, as shown on the latest TMRF. The IEEE Computer Society's annual budgeted expenses are the amount of the first expense budget approved by the Board of Governors for the current year.~~

The first-year approval of the TMRF implies that ownership of the conference name resides with the IEEE Computer Society and any cosponsors, or as designated in the conference steering committee charter, or in the conference MOU.

6.4.~~6~~5 Use of IEEE Name and Logo

After receiving written approval of the TMRF, organizers of sponsored and cosponsored meetings must use the name and logo of the IEEE Computer Society and the logo of the IEEE on all meeting material including announcements, calls for papers, -stationery, advance programs, ~~and~~final programs, and publications.

Before written TMRF approval is obtained, the name and logo may not be used in any fashion. However, annual technical meetings may, after the first year they are approved by the IEEE Computer Society, publish an advance announcement of the next meeting provided that they notify the appropriate society staff member at least 30 days prior to the date of the meeting announcement and no IEEE Computer Society objection is received.

6.4.~~7~~6 Steering Committees and Charters

Periodic meetings (meetings held no more than two years apart) shall have a steering committee and a steering committee charter. The steering committee is responsible for the general oversight of and setting policy for a meeting. -The steering committee membership and charter policies are specified in the *Technical Meeting Handbook*.

6.4.~~8~~7 Meeting Finances

6.4.~~8~~7.1 Administrative Fee
IEEE Computer Society conference administrative fees support services to conferences, TCs, the T&C Board and other technical activities. Each ~~T&C~~sponsored technical meeting is therefore ~~will~~required to budget and pay an associated administrative fee. ~~The administrative fee supports services to conferences, TCs, the T&C Board and other IEEE Computer Society activities.~~ The administrative fee policies are specified in the *Technical Meeting Handbook*.

6.4.~~8~~7.2 Financial Accounts and Other Accounts
In all cases, the chief staff executive or his/her designee must have access to any financial account. This may be waived if an authorized executive of an equal or majority cosponsor has such access.

6.4.~~8~~7.3 Final Report
The ~~meeting~~general chair is responsible for submitting ~~for seeing that~~a complete final report ~~is submitted~~ within six months following the meeting. The final report includes a detailed final financial report, proof of the closing of the checking and other accounts, distribution of surplus funds, repayment of advance loans, performance of an audit, if requested, and reporting of capital equipment purchases. The report must be sent to the appropriate society staff member with a copy to cosponsors, if any. ~~s~~Society staff is responsible for approving the final report on behalf of the IEEE Computer Society.

6.4.~~8~~7.4 Financial Audits
IEEE Computer Society meetings shall follow IEEE policies for conference audits. Technical meetings where IEEE has greater than a 50% financial responsibility and where the actual or budgeted income or expense is $100,000 or more shall be audited by a professional independent source and will be required to budget for such audits. -Other technical meetings may be required to ~~budget for~~submit to an audit~~s~~ at the option of the T&C Board.

The finance chair must retain all records for a period of at least ~~three~~ five years for return receipt; this includes all canceled checks, account statements, registration forms, bills, receipts, account books, and so forth.

6.4.~~9~~8 Meeting Contracts

~~6.4.9.1 Hotel or Facility Contract~~
~~The hotel or facility contract can be negotiated by the local arrangements chair, but must be signed either by the chief staff executive or designee, or the IEEE Computer Society may refuse to accept liability. The IEEE must execute all contracts valued at $25,000 or more for sponsored conferences. In the case of a meeting cosponsored by the IEEE Computer Society, the IEEE Computer Society will accept the signature of an appropriate executive of a cosponsor.~~6.4.9 Meeting Contracts

6.4.9.1 Hotel or Facility Contract

Conferences should engage the conference staff before choosing a hotel/facility to collaborate on generating and distributing a Request for Proposal to support the hotel/facility selection process. The staff will collect proposals, combine them and deliver a proposal with a recommendation to the organizing committee, allowing the committee to make a decision. The staff will finalize negotiations and contracting for the selected venue. Process variations based on co-sponsorship are outlined in the Technical Meeting Handbook.

6.4.9.2 Other Contracts
For meetings sponsored by the IEEE Computer Society, any contract over $25,000 or any contract where the potential liability to the IEEE or IEEE Computer Society exceeds $25,000 (for example a bus or transportation contract) must be signed either by the chief staff executive or designee, and executed by the IEEE, or the society may refuse to accept liability. In the case of a meeting cosponsored by the society, the society may accept the authorized signature of an executive of a cosponsor. Agreements for incidental meeting expenses such as copier rental, audio-visual equipment or other small equipment rental will not require signature by the chief staff executive unless the contract is over $20,000.

6.5 ~~TASK FORCES,~~ TECHNICAL COMMITTEES ~~AND TECHNICAL COUNCILS~~

The IEEE Computer Society shall ~~sponsor~~ support a ~~variety of task forces, technical committees and~~ technical committees ~~councils (together herein referred to as Technical Committees (~~[TCs)]) by size, scope, and maturity, who are composed of individuals with shared interest in a subset or application of computer and information processing technology. The creation or dissolution of ~~technical committees and technical council~~TCs must be approved by the Board of Governors, upon recommendation of the T&C Board.

~~6.5.1 Task Forces~~
~~The purpose of a task force is to foster new activities in a particular technical discipline and determine whether additional effort and a larger organization are appropriate. Task forces are approved by the Vice President for Technical and Conference Activities upon the recommendation of Technical Activities OpCom and the endorsement of the T&C Board. A task force must be approved for promotion to TC status by the T&C Board within three years, or terminated.~~

~~The *Technical and Conference Activities Handbook* shall specify the procedures for task force formation and operations~~ of each type of TC.

6.5.~~2~~1 Technical Committees

The purpose of ~~a~~ technical committee**s** (TC**s**) is to provide leadership and technical oversight in organizing technical activities in ~~its~~ technical domain**s** or specialty area**s**. Activities ~~may~~ include publishing a newsletter, sponsoring and conducting technical meetings, developing awards within the technical discipline and providing ~~a~~ forum**s** for discussion of technical topics. Each TC chair shall be ~~selected or~~ elected by the Computer Society members who have joined that TC; only CS members are eligible to vote. Election procedures ~~membership of the TC in accordance with procedures~~ established by the T&C Board are spelled out in the TC's Charter and the *Technical & Conference Activities Board Handbook*. TC Chairs~~, and~~ shall

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report to the Vice President for Technical and Conference ActivitiesTAOCTAC Chair. The T&C Board shall allow for appointment of TC chairs by the Vice President for Technical Activities for new TCs and in other special circumstances However, tThe TAOCTAC chair can in special circumstances appoint new TC chairs. Such circumstances may involve an inactive TC that needs to be revitalized.

The *Technical Activities Handbook* shall specify the procedures for TC formation and operations.

6.5.3 Technical Councils
The IEEE Computer Society shall sponsor a technical council where member interest in a specialty area and a wide assortment of its individual sub-specialties justifies a larger organization with greater structure than a single technical committee. Councils operate under the same policies and procedures as technical committees, as specified in the *Technical Activities Handbook.*

A technical council shall serve three roles: unified committee, organizational parent, and coordinating entity.

a. Unified Committee. The council shall serve as a single interface (point of contact) for technical activities in its specialty area. The council shall participate in T&C Board as a single entity.

b. Organizational Parent. The council shall sponsor and manage topical committees for sub-specialties within its specialty area in the same manner that the T&C Board manages TCs. Procedures for such committees shall be specified in the *Technical Activities Handbook.*

c. Coordinating Entity. The council shall serve as a coordinating entity to promote sharing, integration, and cooperative planning among IEEE Computer Society activities, programs, and services within its specialty area, including standards, conferences, and publications. The council shall invite the chairs of the applicable society activities, or their designees, to be members of the executive committee of the council. The council shall be for coordination, not control, of non-T&C Board entities.
A technical council may be formed as the continued growth path of a large and very active TC, as a union of multiple TCs, or as otherwise agreed by the T&C Board.

6.5.4 2 Membership Requirements

Membership in a TC is open to all IEEE Computer Society members, subject to such additional requirements as may be established by individual technical committees. All such supplemental requirements must be approved by the relevant TC chair and the vice president for technical and conference activities. The requirements may be based on such criteria as participation, payment of a reasonable fee, or expressed or demonstrated interest in the technical field. A TC chair must be a member of the IEEE Computer Society. A TC may allow individuals who are not IEEE Computer Society members to participate in the committee's activities. Such individuals will be considered corresponding members and may be required to pay for the cost of newsletters and other services. The *Technical and Conference Activities Board Handbook* shall specify the maximum number of non-fee-requiring TCs an individual may join without cost. There is no limit on the number of fee-requiring TCs a person can join.

6.5.5 3 Membership Fees

If a TC decides to implement fees for membership, those fees must be approved by a review panel established for that purpose by the vice president for technical and conference activities. The responsibility of this panel is to ensure that the TC is will be viable with income necessary to support a reasonable package of services to each of its members for the fees being charged. Tand the review usually occurs in conjunction with the review and approval of the next year's budget.

a. There must be a difference between fees for regular members and corresponding members. The TC may choose to charge lower fees for IEEE student members.

b. All TC fees will be collected and accounted for through the IEEE Computer Society's staff operations.

c. The panel will annually review all proposed fees in relation to services provided.

6.6 TECHNICAL AND CONFERENCES ACTIVITIES BOARD HANDBOOK

The T&C Board shall create and be responsible for maintaining a *Technical and Conferences Activities Board Handbook,* in which detailed procedures for the conduct of the technical and conference activities program will be set forth. The Vice President for Technical and Conference offering a reasonable package of services to each of its members for the fees being charged.

a. There must be a difference between fees for regular members and corresponding members. The TC may choose to charge lower fees for IEEE student members.

b. All TC fees will be collected and accounted for through the IEEE Computer Society's staff operations.

c. The panel will annually review all proposed fees in relation to services provided.

T&C is responsible for annual updates to the handbook. The handbook will set forth the name and scope of each technical committee as approved by the Board of Governors. This handbook will be the primary means of ensuring appropriate quality and continuity in the operation of the technical committees. The T&C Board may modify its procedures without Board of Governors approval, provided that its procedures are consistent with these policies and procedures and with applicable policies and procedures of the IEEE. However, all changes to T&C Board procedures shall be published in the *Agenda Book* prepared for the next Board of Governor'sGovernors meeting following the change. The vice president for technical and conference activities is responsible for seeing that a copy of the then-current handbook is distributed to each member of the T&C Board, and its committees, and the Board of Governors at the beginning of each calendar year.

6.7   WORKSHOPS, SEMINARS, TUTORIALS AND CONFERENCES, NEWSLETTERS

TCs are encouraged to hold workshops or other special meetings to complement the technical program at appropriate major IEEE Computer Society conferences. In addition, TCs are encouraged to establish, sponsor, and operate conferences which provide a technical service to their members and the profession, while generating enough surpluses to justify operating funds for other TC activities, and generate surpluses which can support the society's non-revenue programs and services. To the extent practicable to do so, the names and logos of all such meetings will be service marked by the society in the name of the IEEE. TCs are strongly encouraged to frequently prepare newsletters for their members. TC newsletters will be distributed free to IEEE Computer Society members. Other TC publications can be distributed to their members.

6.8   TC NEWSLETTERS

TCs are strongly encouraged to frequently prepare newsletters for their members. TC newsletters will be distributed free to IEEE Computer Society members and libraries. All other publications are distributed free to IEEE Computer Society members only.

6.98   TC VITALITY CRITERIA

The T&C Board is responsible for maintaining a high degree of technical excellence and organizational vitality among the TCs. Specific vitality criteria, assessment techniques, and related matters will be addressed in the *Technical and Conference Activities Board Handbook* prepared by the T&C Board. and do not require Board of Governors approval or inclusion in this IEEE Computer Society *Policies & Procedures Manual*

The T&C Board should establish recommended and minimum levels of activity criteria for each TC. The leaders of a TC should hold at least one business and planning meeting per year and should submit a report in the standard form provided in the *Technical and Conference Activities Board Handbook* to the vice president for technical and conference activities each October. The report should assess the year's activities and set forth plans for the following year. These reports will be the basis on which T&C Board may judge the activity level of the TC.

6.109 TC BUDGETS

6.~~10~~9.1   Operating Budget ~~Entitlement~~Allocation

Each TC shall be ~~entitled~~allocated ~~to~~ an operating budget primarily based on its fiscal performance and contribution to the society ~~from~~in the two~~prior~~ year~~s ago~~. TC budgets must be approved by the T&C Board. ~~In some cases the budget will of necessity be based on estimates of prior year performance because actual data will not be available at the time the budget is set. The T&C Board and society treasurer will be responsible for seeing that appropriate adjustments are made in the following year budget.~~ Each TC may spend funds as long as the expenditures do not exceed the total approved TC budget. The guiding principle is to invest in activities that grow the technical domain of the TC and benefit the broadest TC membership. Any TC expense not related to their approved budget may be ~~is~~ subject to T&C Treasurer review.

~~6.10.2   Conference and Workshop Surplus Basis for Entitlement~~

Each technical committee ~~and technical council~~ ~~will be entitled to~~shall request an operating budget drawn from a portion of the administrative fees and net surplus from all conference, tutorials, workshop, and similar activities ~~in the previous prior~~from two year~~s ago~~. The policies for TC ~~and Task Force entitlement fees~~sponsored conference allocation shall be specified in the *~~Technical Meeting Handbook~~ and the Technical and Conference Activities Board Handbook*. TCs which consistently fail to generate revenues sufficient to fund their costs of operation will be reviewed for vitality as provided herein.

B. PPM Section 18 Planning Committee

Motion 10B: Reisman moved on behalf of the Constitution and Bylaws Committee, "MOVED, that the IEEE Computer Society Executive Committee approves the proposed amendments to Section 18 Planning Committee." Motion passed by voice vote.

SECTION 18 PLANNING COMMITTEE

18.1 PLANNING COMMITTEE

The Planning Committee shall be responsible for proposing strategic direction for the Society. The Planning Committee shall propose strategic goals, measurable objectives, and measurable outcomes.~~the desired outcomes of those goals, and measurements of those outcomes.~~ The Planning ~~c~~Committee shall provide an annual report to the Board of Governors evaluating progress toward strategic goals and recommending appropriate changes to goals, objectives, outcomes, and measurements.

18.2 MEMBERSHIP

The president-elect shall chair the Planning Committee. The chief staff executive shall be an *ex officio*, non-voting member of this committee. Additional *ex officio,* voting, members shall include the president, past president, first vice president, second vice president, treasurer, secretary, and chairs of each program board. Additional members of the executive staff and representatives of relevant program boards and committees may be appointed by the chair as non-voting members.

18.~~.~~3 DUTIES AND RESPONSIBILITIES

The Planning Committee shall:

1.   Assist leadership in formulating, advancing, and communicating a vision for the future to IEEE and IEEE Computer Society membership.
2.   Establish strategic priorities.
3.   Maintain the IEEE Computer Society strategic planning process.
4.   Identify measurable objectives and measurable outcomes and evaluate them annually.
5.   Identify activities for meeting objectives and seek direction by the Board of Governors, as necessary, regarding the activities.
6.   Review the strategic plan on a continual basis and provide recommendations to the Board for modifications on an annual basis.

7.   Provide feedback and counsel to program boards, committees, and operations with respect to each groups' priorities and goals

8.   Work with the Finance Committee to ensure a rational linkage between strategic priorities and financial planning and budgeting.

~~Maintain the IEEE Computer Society strategic planning process.~~
~~Review the strategic plan on a continual basis and provide recommendations to the Board for modifications on an annual basis.~~
~~Establish a limited number of strategic priorities.~~
~~and iIdentify importantmeasurable objectives and measurable outcomes and evaluate them annually.~~
~~Identify activities for meeting objectives and seek direction by the Board of Governors, as necessary, regarding the activities.~~
~~6.   .~~
~~1.~~
~~Develop measures for each outcome and evaluate annually.~~
~~2.~~
~~3.   Assist leadership in formulating, advancing, and communicating a vision for the future to IEEE and IEEE membership~~

~~7. Provide feedback and counsel to oards, committees, and operations with respect to each groups' priorities and goals~~

~~Maintain the IEEE strategic planning process~~

~~Review the trategic lan on a continual basis and provide recommendations to the Board for modifications on an annual basis.~~

~~8Ensure that a viable trategic lan is in place at all times.~~

~~Work with the Finance Committee to ensure a rational linkage between strategic priorities and financial planning and budgeting.~~

~~Recommend action by the Board of Governors, as necessary, to provide direction regarding activities consistent with the focus and direction of the strategic plan.~~

C. PPM Section 20 Human Resources Policies

Motion 10A. Land moved, Fujji seconded, "MOVED, that the IEEE Computer Society Executive Committee approves the proposed amendments to Section 20 Human Resources Policies as amended." Motion passed by voice vote.

SECTION 20 HUMAN RESOURCES POLICIES

~~20.0~~20.1 ~~CHANGES IN~~ HUMAN RESOURCES POLICIES

The human resources operations of the society ~~are~~shall be governed by the ~~society's constitution and bylaws, and by~~ applicable bylaws, policies, and procedures of the IEEE. Nothing in this document shall be construed as taking precedence over those basic documents. ~~No society human resources policy as documented in this section may be changed, altered, or modified in any way except in writing after approval by the Personnel and Compensation Committee.~~

20.1 IEEE COMPUTER SOCIETY EMPLOYEES

IEEE Computer Society employees are technically employees of the IEEE. However, the policies set forth herein apply only to those employed in the U.S. offices of the society, not to other IEEE employees, and not to the employees in the IEEE Computer Society offices outside the United States.

20.2 HIRING AND PROMOTION

20.2.1 Employment at Will

The IEEE Computer Society and its employees have an employment relationship which is known as employment at will. This means that either the society or the individual employee has the right to terminate the employment relationship at any time for any reason or for no reason at all.

20.2.2 Equal Employment Opportunity

The IEEE Computer Society fully supports the concept of equal employment opportunity regardless of race, sex, or other legally prohibited classifications and will strive to treat all employees equally in all employment practices and conditions of employment. The society will not discriminate against any employee or applicant for employment by using any criterion which is prohibited by federal, state, or local law. These laws prohibit discrimination against employees or applicants for employment because of race, religion, color, national origin, age, sex, marital status, or disability. Local and state laws may contain additional protections. These laws apply to all terms or conditions of employment and all employment decisions, including hiring, promotion, transfer, demotion, selection for training, recruitment, advertising, layoff, termination and disciplinary actions. The society will strive to comply fully with all laws prohibiting discrimination in employment.

This policy does not apply to situations where the law recognizes an exception to prohibitions against discrimination, such as bona fide occupational qualifications, where a job can legitimately be performed only by a person of a specific gender, or employment that would create a serious threat to the health or safety of the employee or others. In practice such an exception is rarely applicable and therefore requires the advance approval in writing of the chief staff executive upon recommendation of the human resources administrator.

Any manager who uses any illegal or impermissible criteria to discriminate against another employee or applicant for employment can be subject to disciplinary action, including termination.

20.2.3 Employee Qualifications

The society is firmly committed to selecting and employing the best and most qualified person for the available position without discrimination of any kind. The society will seek to provide a thorough and interesting introduction to operations for each new employee so that he or she can begin the new position on the best possible footing. Managers should encourage in each employee a positive attitude toward the society and their individual jobs.

20.2.4 20.2 STAFF ORGANIZATION

20.2.1 Staffing Plan

The chief staff executive shall develop and maintain a staffing plan for the total staff operation of the society. It shall take into account the evolving needs of the society, changing patterns of responsibility, and budgetary constraints. The chief staff executive's plan shall have the goal of balancing workload demands of management and volunteers against available resources. The plan shall be presented reported to the Board of Governors Executive Committee for adoption each yearannually. The Board of Governors shall approve the budget for staff compensation.

20.2.5 **20.2.2** **Modifications to the Staffing Plan**

Approval of modifications to the staffing by the Board of Governors may take the form of specific actions, approval of a budget or staffing plan amendment which explicitly incorporates such changes, or approval of a new or expanded program the proposal for which explicitly sets forth the need for such additions or other changes. In addition, the The chief staff executive is authorized to make such changes to the staffing plan, as he/she deems appropriate, including redefining, deleting, or adding positions, provideding that such changes may be accomplished within the operating budget for staff salaries compensation as approved by the bBoard of Governors. All such changes shall be explicitly reported to the Board of Governors Executive Committee at its next regular meeting following the implementation of the change.

20.2.6 Recruitment

When a staff vacancy exists, whether a new position or one created by a resignation, the position will not be advertised, nor will any other recruiting steps be initiated, without explicit prior approval by the society's chief staff executive. Recruitment for any staff vacancy should be carried out by the manager for that position, with the active participation of the person next higher in the management structure, and with the assistance of the human resources administrator. All decisions regarding the hiring or promotion of staff to fill vacant positions require the review and approval of the chief staff executive prior to commitments being made to the prospective or current employee proposed to fill such vacancies or for promotion in grade.

20.2.7 Promotions

It is the policy of the IEEE Computer Society to encourage promotions from within current staff. When an opening occurs, the responsible manager should first consider current staff members, both in that department and in other society departments. All position vacancies should be posted on office bulletin boards for a minimum of five days. In addition, notices of vacancies should be sent to the IEEE Personnel Department in NJ. Length of service may be one of the factors considered in choosing among internal candidates for promotion.

However, the objective of obtaining the best qualified person for each job remains primary, and the preference for internal candidates does not preclude external advertising and selection.

20.2.8 Employment of Relatives

An applicant closely related to an employee is not normally eligible for employment in a position that would result in one family member reporting to or reviewing the performance of another, directly or indirectly. Exceptions require the advance approval of the chief staff executive. "Closely related" is generally interpreted to mean spouses, parents, children, siblings, in-laws, or members of the same household.

20.2.9 Chief Staff Executive

All personnel actions with respect to the position of chief staff executive are the responsibility of the Executive Committee upon recommendation of the president20.3 DEFINITION OF IEEE COMPUTER SOCIETY STAFF POSITIONS

20.3.1 Classification of Employee Positions

All persons who are employed by the IEEE Computer Society and who are not covered by a separate, written contract will fall within one of the following categories, and will be paid biweekly, subject to certain withholding taxes and other required deductions.

Regular full-time employees work 40 hours per week. They are eligible for standard employee benefits.

Regular part-time employees work at least 25 hours per week but less than a full-time week. They are eligible for standard employee benefits. Earned benefits such as vacation and sick leave allowance are prorated according to time worked.

Non-regular employees work fewer than 25 hours per week or are employed full-time for a limited period, normally less than one year. Non-regular employees become eligible for paid society holidays after four weeks of employment provided they work their regular shift immediately before and after the holiday. They are not eligible for any other employee benefits, except worker's compensation, state disability, and unemployment insurance, as required by law.

Exempt and non-exempt employees - Under the Federal Fair Labor Standards Acts, executive, administrative, and professional employees are exempt from the minimum wage and overtime provisions of the law, provided they meet certain job duty and salary tests. All other employees are non-exempt and are eligible for overtime.

Each employee's status according to these classifications is determined by the chief staff executive in consultation with the human resources administrator and appropriate staff manager.

20.3.2 Position Descriptions

A position description is required for every regular staff position. These descriptions are fundamental to sound management and salary administration. Each position description should include the position title; supervisor's title; positions supervised; a statement of the basic function of the position; a summary of type and breadth of contacts with volunteer leader and staff colleagues and others; a list of specific responsibilities; and a statement of minimal and desired qualifications for the position. Employees' position descriptions shall be communicated and made available to them, and routinely reviewed and updated.

20.3.3 Contract Workers

The IEEE Computer Society occasionally contracts for the services of the following outside workers to meet special needs. Contract workers are not IEEE Computer Society employees, are not on the payroll, and are not eligible for any employee benefits.

Agency workers are contracted by the relevant department with chief staff executive approval through temporary employment agencies to provide short-term help for periods not to equal or exceed 1000 hours in a 12-month period. They are paid by the agency for time worked.

Free-lance workers are specialists, such as copy editors or graphics professionals, who work during hours and at a location *of their own choosing* on a self-employed basis. They are paid in accordance with a contract agreement approved by the chief staff executive or his designee. No deductions are made for withholding taxes.

Consultants are self-employed professionals who work during hours and at a location *of their own choosing*. They are paid in accordance with a contract agreement approved by the chief staff executive or his designee. No deductions are made for withholding taxes.

20.4 PERFORMANCE APPRAISAL

20.4.1 Staff Performance Appraisals

The employee's manager will continually assess the employee's performance as a normal part of the daily duties. In addition, a formal appraisal will be provided approximately six months after the beginning of employment and approximately on an annual basis thereafter. The purpose of the appraisal is to evaluate the employee's performance objectively and consistently to give a clear picture of where the employee stands in terms of performance standards. The performance appraisal shall be based on job performance and provide guidance in improving performance relative to the position description. Employees shall have the right to review the written appraisal, make written comments for inclusion in the permanent file with the performance appraisal, and to receive a copy.

20.4.2 Permanent Files

Copies of all appraisals, signed by each level of management up to and including the society chief staff executive, will be maintained in a permanent file in the human resources administrator's office.

20.4.3 20.3 CHIEF STAFF EXECUTIVE

All personnel actions with respect to the position of chief staff executive shall be the responsibility of the Executive Committee upon recommendation of the president.

The IEEE CS Personnel and Compensation Committee (PCC) shall conduct an annual Pperformance appraisals of the chief staff executive and shall generate a summary evaluation statement. The past president on behalf of the PCC shall discuss these with the IEEE managing director, Technical Activities.

20.5 COMPENSATION

20.5.1 Compensation Philosophy

The goal of the society's compensation program is to provide, for each employee, compensation which is equitable based on the individual's position and performance, and is competitive for the geographical area and similar organizations. The compensation program shall follow the IEEE policies and procedures. To achieve these ends, the society seeks to:

a. Provide for career paths for each employee by creating a system of positions with titles which reflect competence within each position.

b. Evaluate each position using fair, consistent, quantifiable factors in determining its relative importance to the society.

c.   Cluster into classes those positions which have the same or nearly the same relative importance to the society.

d. Establish a salary range for each class of positions, the mean of which is competitive in the market range for similar positions in other similar organizations and in the geographic markets in which society offices are located.

e. Provide starting salaries and increases which will enable the society to effectively compete for, attract and retain the very best who have the potential to perform at the upper two levels (of a five point scale) of the performance appraisal range.

20.5.2 Compensation Policies

The IEEE Computer Society Personnel and Compensation Committee shall provide general policy guidance to the chief staff executive in the area of staff compensation and shall perform such additional functions as are set forth herein. Such policy guidelines will be in accordance with IEEE rules and regulations.

20.5.3 Salary Approval

Except as provided in 21.5.5 and 21.5.6 of this section, salaries for all positions are set by the chief staff executive, upon recommendation of the manager, within the approved ranges and within the total annualized rate of the budget approved for staff salaries calculated using the rates of exchange for salaries paid in currencies other than the U.S. dollar which were in use at the time the budget was adopted. When exceptional circumstances warrant, salaries exceeding the maximum of a position range by up to 15% may be approved, with the concurrence of the president. Any such exception should be reported to the Personnel and Compensation Committee and will normally lead to a revision of the range approved for that position at the next revision of the staffing plan.

20.5.4 4.1 Additional Review

Salaries The IEEE Computer Society Personnel and Compensation Committee shall review the annual performance appraisals for those executive staff members who report directly to the chief staff executive will be reviewed by the president to ensure two levels of review. The president on behalf of the PPC shall discuss the appraisals with the chief staff executive. Salaries for staff whose compensation levels require review by the IEEE Compensation Committee shall be reviewed and approved by the IEEE Computer Society Personnel and Compensation Committee upon recommendation of the chief staff executive.

20.5.5 Overtime

If overtime is required and approved by a manager, non-exempt employees will be paid their normal straight-time hourly rate for hours worked up to 40 hours per week and at time and one-half their normal straight-time hourly rate for hours worked in excess of 40 hours in any week. For the purpose of computing overtime pay, holiday, vacation, or other paid time off will count as hours worked. In California, all non-exempt employees receive one and one-half times their regular rate of pay for all hours worked in excess of eight hours up to and including 12 hours in any workday, and for the first eight hours worked on the seventh day of work, and double the employee's rate of pay for all hours worked in excess of 12 hours in any workday and for all hours worked in excess of eight hours on the seventh day of work in any workweek. Non-exempt employees should not normally be permitted to work overtime unattended or unsupervised. Exempt employees are not eligible for overtime pay.

20.5.6 Benefits

The IEEE Computer Society utilizes and participates in the fringe benefits program of the IEEE, including, but not limited to, medical insurance, dental insurance, life insurance, accidental death & dismemberment, retirement plan, 401K savings and investment plan, vacation, holidays, sick leave, tuition assistance, long-term disability, and travel accident insurance.

20.6 ATTENDANCE

Regular attendance is an essential requirement for continued employment. Any staff member who fails to maintain an acceptable record of attendance and has been adequately warned in writing about poor attendance may be dismissed. Every staff member is expected to report for work each scheduled work day unless incapacitated by illness or absent with prior approval of his or her supervisor. Regular attendance includes being punctual in reporting for work at the established time. Adequate attendance and punctuality are conditions of employment.

20.7 OFFICE CLOSINGS

The decision to close early due to weather conditions or due to other office conditions will be made by the site manager for each location. In the event any of these managers are not on site, they shall designate another manager who shall be authorized to make such decisions in their absence. Decisions to close an office should be communicated to the chief staff executive and to the society president via telephone or electronic mail as soon as reasonably practicable.

21.8 BUSINESS AND PERSONAL CONDUCT

20.8.1 Personal Conduct

The IEEE Computer Society is a volunteer led membership organization whose existence depends upon its members. Employees represent the society to its members and the public. Therefore, the society expects all of its employees to conduct themselves in a professional manner during all times they are on society premises or are conducting society business at other locations. Behavior contrary to the society's purpose is strictly prohibited. Any employee engaging in behavior contrary to the society's mission is subject to discipline, up to and including immediate termination. While it is not possible to create a list of all conduct which could subject an employee to discipline, the following list provides some of the types of behavior which may subject an employee, at the society's discretion, to immediate discharge.

a. Sexual harassment of any society employee, member or other person doing business with the society.

b.   Reporting to work or any society function under the influence of alcohol or illegal drugs.

c. Physical assault of any society employee, member or any person doing business with the society.

d.   Any material misrepresentation of fact made during the employee's initial application for employment, or application for transfer or promotion.

e.   Theft, including any assistance or participation in any scheme to steal or defraud the society of money, goods, or services.

f.   Insubordination, such as refusal to perform assigned duties.

20.8.2 Personal Phone Calls

Personal telephone calls should not be made during business hours or on business telephones. In order to assure the most efficient use of our facilities for society business, incoming personal telephone calls should also be limited to a minimum.

20.8.3 Loss of Personal Property

Each employee is responsible for the safety and protection of personal property. The society does not assume liability for loss or damage of any personal property on the premises or while on society business.

20.8.4 Personal Appearance and Housekeeping

Since the IEEE Computer Society is a membership and service organization, there is occasion for frequent and numerous visitors to our offices. It is essential, therefore, that all employees make a continuous effort to maintain a business-like appearance, avoiding extremes in attire in the office, and to keep work stations and work areas as orderly as possible. Managers are responsible for informing their employees if there is a problem in this regard.

20.8.5 Conflict of Interest

IEEE Computer Society employees may from time to time desire to work as consultants or free lance workers or other professional business activity for other organizations. Such employees must certify that any such outside activities will not interfere with fulfillment of their IEEE Computer Society job responsibilities. Formal approval is required by the appropriate executive staff manager, the human resources administrator, and the chief staff executive.

A signed *Conflict of Interest* form will be maintained in each employee's permanent personnel file. Approval of employees' outside activities shall not serve to remove their obligation to devote full professional effort to fulfillment of their IEEE Computer Society responsibilities. In the event of any conflict of priorities, timing, or deadlines, the IEEE Computer Society activity shall in every instance take precedence.

20.8.6 Sexual Harassment

The policy of the IEEE Computer Society is that all personnel will work in an environment free from sexual harassment. The society will actively investigate any allegation of sexual harassment, and if it is determined that sexual harassment has occurred, the society will take appropriate disciplinary action, which may include discharge if the offender is an employee.

Sexual harassment consists of unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature when an employee's response to such conduct affects that employee's job status or work environment.

Such behavior by volunteers, contractors or other non-employees also will not be tolerated.

All managers are required to investigate promptly any charges of sexual harassment and strive to prevent or eliminate all such sexual harassment in their respective departments or work areas and of their staff members in whatever activity they may be engaged.

20.8.7 Solicitation

The society believes that working time is for work and that its employees should not be disturbed on the job by solicitation and distribution during working time. All solicitation for products and services (including charitable organizations) during working time is prohibited. Working time is defined as the employees' scheduled working time, excluding lunch time. Solicitation is prohibited when either the employee being solicited or the employee doing the soliciting is on working time. Distribution of literature in working areas is forbidden at any time. Solicitation or distribution of literature on society premises by non-employees is prohibited. The use of bulletin boards within the society will generally be confined to notices concerning company activities. No notices will be posted on bulletin boards or elsewhere without prior approval by the facility manager or his/her designee. Bulletin boards will not be available to be used as a marketplace for buying and selling of personal items.

201.9 GRIEVANCE PROCEDURE POLICY

Wherever a number of people work together, it can be expected that personal problems or differences may occasionally arise. Normally, these concerns are resolved within each department. However, in the exceptional case, there may be need of a more formal approach to the problem. Employees are responsible for following company rules of conduct, policies, and procedures. Should an employee disagree with a company policy or practice, the employee will be given the opportunity to be heard fully, and without prejudice, when he or she requests to be so heard. The first step toward a solution to an employee's problem is a frank and early discussion with the immediate manager. The manager and employee may call upon the human resources administrator for counsel and assistance. Should a solution not be reached within a reasonable period of time, the employee may go to any other level of the management chain up to and including the chief staff executive. The human resources administrator shall be available to advise the employee. Management shall strive to resolve the problem as soon as possible,

normally within two weeks. The employee will be informed as soon as possible of the resolution both orally and in writing.

A formal statement outlining the grievance procedure should be provided to all employees.

20.10 TERMINATION OF EMPLOYMENT

20.10.1 Involuntary Termination

The society will strive to provide continuous employment of all regular employees, but cannot guarantee it. Any decision regarding termination of any regular employee shall be reviewed at each level of the management structure for that position and require the approval of the chief staff executive. The human resources administrator must be notified in advance to insure that proper and necessary procedures are followed and that compliance with all statutes and regulations, local and national, are met. The president will be informed in advance of any involuntary termination.

20.10.2 Exit Interviews

An exit interview will be given to all terminating employees by the human resources administrator to provide management feedback regarding their employment experience at the society. The results of the interview should be documented in writing marked "confidential" and communicated to the chief staff executive and cognizant senior manager.

20.11 PERSONNEL FILES

The primary personnel file for society employees shall be filed with the IEEE in NJ, and duplicate records shall be on file at the society's headquarters office. Employee records are confidential, are kept in a locked and secured manner, and are to be available only to those management employees in the management chain for each employee and to the human resources administrator. Volunteer access to the personnel file will be limited to the president. The forms and data required and/or useful on active employees that will be kept by the society are the following:

- applications and/or resumes, tests, reference checks and other pre employment inquiries

- performance evaluations

- payroll information (withholding statements, social security number, benefits participation, other deduction authorizations)

- salary history and documentation

- job history

- medical information (compensation related and benefit related)

- educational and/or training records

- attendance records

- commendations
- disciplinary records, grievances and complaints

- notices of layoff or leaves of absence

An employee can arrange in advance and at reasonable intervals access to their personnel file for inspection and shall be permitted to review and respond to any information in their files. The human

resources administrator shall not release information about an employee for a credit reference or any other information unless authorized by the employee in writing.

20.12 EMPLOYEE COMMUNICATION

20.12.1 Intra-Staff Communication

The society is committed to a two way system of communication which encourages management at all levels to discuss work related topics with all employees in an open, honest and fair manner and to provide employees with appropriate information related to their responsibilities, society policies, and affairs. The society also encourages the communication to supervisors of employee concerns, questions and ideas.

20.12.2 Employee/Volunteer Communication

One of the most important areas for the staff is the relationship between employees and the volunteer leaders. The current organizational relationships are the means by which the society achieves its goals. The staff relationships with and staff support to the society's volunteer leaders should be carried on in a spirit of cooperativeness and teamwork, based on mutual respect of their separate roles. The expectation is that staff and volunteers will work together in a constructive and cooperative manner.

20.12.3 Employee Opinion Surveys

The society shall participate in the IEEE annual employee opinion surveys.

20.13 DEVELOPMENT AND TRAINING

The IEEE and the society employee development and training program has the following goals:

a. To teach new employees how to do their jobs, and orient them to the society's operation.

b.   To encourage all employees to improve their skills and increase their job knowledge. Toward this end, the society will cooperate with its employees in planning for further training and education, within the means of the society including the granting of time off for training when there is no alternative. Such opportunities will be made available when they are determined to be in the best interests of the society.

c.   To identify additional training an employee might need for advancement.

d.   To provide practical opportunities for each employee to keep current in their field.

e.   To provide for safe and healthful work practices by continuing safety education, to promote safe work conditions and practices, and reduce accidents.

20.14 HEALTH AND SAFETY

The society will endeavor to comply with state, district, and federal laws and regulations concerning occupational health and safety, and to provide a safe, healthy work environment for all its employees. Toward that end, all employees are obligated to practice work habits that support and promote safe and healthful working conditions. Smoking is prohibited in all society facilities.

20.15 RELOCATION

The society will provide relocation assistance to new or transferred managers at the senior staff level and to any employee who is transferred at management request.

20.16 HUMAN RESOURCES POLICY AND IMPLEMENTATION

As set forth in the bylaws, the Personnel and Compensation Committee shall regularly review these policies and recommend such changes as it may believe appropriate to the Board of Governors.

Implementation of these policies is the responsibility of the chief staff executive, assisted by the human resources administrator and subject to the review of the Personnel and Compensation Committee.

D. PPM Section 22 Volunteer Operations

Motion 10D: Reisman moved on behalf of the Constitution and Bylaws Committee, "MOVED, that the IEEE Computer Society Executive Committee approves the proposed amendments to Section 22 Volunteer Operations." Motion passed by voice vote.

SECTION 22 VOLUNTEER OPERATIONS

This section deals with the general case. In the event of conflicts with IEEE or society policies and procedures, this section is subordinate to policies and procedures approved by the Board of Governors or the IEEE that are applicable to specific entities or specific cases.

22.1 VOLUNTEERS AND VOLUNTEER ENTITIES

Volunteers are defined as individuals who voluntarily undertake responsibilities on behalf of the society and are not employees of the society. Volunteer entities are defined as include individual volunteer positions, and committees, subcommittees, and boards created under the auspices of the society. Active volunteers are members of the society who are not employees, and who are members of some entity of the society. This section is also applicable to individuals who are not members of the society but who volunteer their time either as a member of, or in association with, a society entity. Volunteers are assumed expected to be familiar with the society constitution, bylaws, and policies and procedures relevant to their volunteer activities.

Volunteers shall behave in a professional manner, shall conform to the IEEE Code of Ethics, and shall exercise prudence and inform affected parties of potential conflict of interest situations. It is understood that in standards working groups, vVolunteers in standards groups may represent particular interests as an integral part of the standards generating process.

22.2 CONDUCT OF BUSINESS BY VOLUNTEER ENTITIES

22.2.1 As a volunteer organization, democratic principles and seeking a consensus among the volunteers is important for the health of the society. Volunteers shall be guided by existing written policies and procedures and follow democratic procedures when altering them.

22.2.2 Volunteer entities, whose procedures for doing business have not been determined by the parent entity that created responsible for them, should codify and adopt their own procedures for exercising their powers, provided they procedures do not conflict with higher level policies and, procedures, and powers. For entities lacking a policy or procedure for conducting business, and for the handling of situations that are neither covered by their procedures nor by procedures specified elsewhere by the society, the default procedure is to use *Robert's Rules of Order*. and other procedures as employed by the Board of Governors. If powers are granted to an entity as a body of members as opposed to powers held by a single individual, then that entity must maintain a record such as minutes that indicate actions authorized and powers delegated by the entity.

22.2.3 To improve upon the operation of the entities of the society, the presiding officer may choose to place routine action items for which there appears to be consensus onto a "consent agenda.". In order that the entity may give each issue full consideration, the consent agenda may only contain items distributed prior to a meeting. Items may not be added to the consent agenda at the time of the meeting. Any member of the entity may request that any item be removed from the consent agenda. Removal of an action item requires the

request of only one member, is not debatable, and does not require a vote of the entity. All items listed on the consent agenda are approved upon approval of the consent agenda. The consent agenda shall be considered first, and the overall agenda shall be considered after approval of the consent agenda.

22.3 DOCUMENTS

The chair of each entity should provide for an orderly transfer of responsibility to the successor. Organizational continuity should be provided by maintaining and passing on documents to successors. Such documents should include job descriptions and resources available.

E. PPM Section 23 Society Representatives

Motion 10E: Land moved, Fujji seconded, "MOVED, that the IEEE Computer Society Executive Committee approves the proposed amendments to Section 20 HR Policies as amended." Motion passed by voice vote

Section 23 Society Representatives
~~23.1 Society Representatives~~
~~Unless provided otherwise in the IEEE Computer Society *Policies & Procedures Manual*, or documents that take precedence, this subsection applies to society representatives.~~
~~Representatives should represent, be guided by, and exercise their vote in the best interests of the IEEE and the IEEE Computer Society. Where a Board of Governors approved policy exists, the representative shall follow that policy. Where a Board of Governors approved policy does not exist, the representative shall seek advice from the person who appointed the representative. The president, acting on behalf of the Board of Governors, may elect to direct the vote of the representative. The representative should help shape the views of the society and be guided by them.~~

~~On issues that appear not to affect the society, or for which no society entity shows interest, representatives should use their best judgment.~~

23.1 Terms
Society Representative: a volunteer member who has been appointed by the Computer Society ~~Board of Governors~~ Executive Committee to represent the Society to an organization external to the Society. ~~A Society Representative is not an External Liaison~~. ~~The~~

A Society Representative shall be an IEEE member of any grade except Student grade and shall be a member of the Computer Society.

External Liaison: a volunteer who serves as a liaison between a Computer Society board or committee and an external organization, acting solely as an information conduit.~~.~~

An External Liaison is not a Society Representative.

~~*Society Representative:* a volunteer who has been appointed by the Computer Society Board of Governors to represent the Society to an organization external to the Society. A Society Representative is not an External Liaison.~~

~~*Owning Board/Committee (OBC):* a board, committee, or other organization within the Computer Society responsible for ensuring that positions taken by an~~ a Society Representative ~~represent consensus views of the OBC and the Society~~

23.2 Authority Reserved to Staff
Computer Society staff is responsible for negotiating any business or legal agreements with other organizations. The staff negotiates agreements consistent with the strategic and financial direction set by the Computer Society Board of Governors and its Executive Committee.

No board, committee, or other organization within the Computer Society may develop an agreement for the Society without the participation of a Computer Society staff member. Signing authority on behalf of the Computer Society for any agreement shall rest with the Executive Director.

23.3 Designation of External Liaisons

Any board, committee, or other organization within the Computer Society is authorized to designate an individual to serve as an External Liaison ~~to another organization~~. The role of the External Liaison is strictly limited to providing for the exchange of information between the Society and the other organization. The existence of an External Liaison does not permit the other organization to make any claims whatsoever regarding Computer Society participation or membership in the organization, or regarding endorsement of its work.

23.4 Designation of Society Representatives

A request to establish a new Society Representative position shall~~;~~ be considered by the ~~Board of Governors~~Executive Committee to determine the appropriateness of the relationship, ~~determine~~ appoint the person who will serve as the Society Representative, and ~~to,~~ determine the Owning Board/Committee (OBC).

~~The Society Representative shall be an IEEE member of any grade except Student grade and shall be a member of the Computer Society. The~~ A Society Representative shall be a member or designee of the OBC.

Before an individual can serve as a Society Representative, the OBC shall consider possible conflicts of interest that the ~~individual~~ person may have with respect to the activities of the specific external organization to which the Society Representative would represent the Computer Society.

Society Representatives serve at the pleasure of the Executive Committee.

23.5 Conflict of Interest

The Society Representative shall act in the best interest of the Computer Society at all times. ~~The Society Representative should refer to documented Computer Society objectives or positions wherever possible and should encourage development and documentation of relevant objectives or positions where they do not exist.~~

The Society Representative shall ~~not~~ represent only ~~another organization~~ the Computer Society and no other entity to the external organization for which that person is serving as Society Representative. In the event that a conflict of interest arises between the interest of the Computer Society and the Society Representative's other interests ~~of the~~ ~~However, a~~ Society Representative ~~and the Computer Society,~~ the Society Representative shall immediately recuse himself or herself and report the conflict back to the OBC for action. Duty to the Computer Society takes priority, and this is met as a result of the recusal.
Examples of conflict might include responsibilities to the Society Representative's employer, or other duties to the external organization that are unrelated to the Computer Society's interests. ~~may serve in a capacity where there is a requirement, or an expectation, that he or she fulfill a duty, fiduciary or otherwise, to another organization. This includes, but is not limited to, the external organization to which the Society Representative has been appointed to represent the Computer Society, and the employer of the Society Representative. This may result in a conflict for the Society Representative between his or her duty to the Computer Society and his or her duty to another organization. Should such a conflict arise, the Society Representative shall recuse him or herself from that issue and report this action back to the OBC. The OBC shall then decide the best course of action to provide the Computer Society position on the issue to the external organization. Duty to the Computer Society takes priority, and this is met as a result of the recusal.~~

23.6 Duties of the Society Representative

The Society Representative should help shape the views of the Society and be guided by them.
In doing so, ~~T~~the Society Representative should refer to documented Computer Society objectives or positions wherever possible~~,~~ and should encourage the Computer Society to ~~development~~develop and ~~documentation~~document ~~of~~ relevant objectives or positions where they do not exist.

The Society Representative shall provide regular reports, at least annually, to the OBC~~, which~~ that shall include:
a) ~~A description of t~~The OBC's objectives and guidance for ~~participation in the external organization~~the Society Representative.
b) A summary of the Society Representative's significant positions, ~~and~~ actions taken, and accomplishments~~by the Society Representative~~.

c) Results achieved in the external organization, committee, or entity, including a summary of points of agreement and disagreement.

d) A summary of any issues, if any, for which the Society Representative recused himself or herself.

e) A summary of ~~future plans and milestones for~~ the Society Representative's future plans related to the external organization.

f) A summary of the future activities and plans established by the external organization, committee, or entity.

g) Requests for guidance with respect to participation in the external organization, committee, or entity, when appropriate.

h) Identification of any other individuals who participate in or support the Society Representative.

i) Reporting new officer positions held and/or other services provided for the organization.

23.7 Duties of the Owning Board/Committee

The OBC is responsible for ensuring that positions taken by a Society Representative represent the views of the Society.

The OBC should develop and document relevant objectives or guidance for the Society Representative.

The OBC, having responsibility for providing oversight to a Society Representative, shall identify other boards, committees and organizations within the Computer Society that would have an interest in positions taken by the Society Representative under the OBC's responsibility. The OBC shall develop liaison relationships with those other committees and shall keep them informed on positions taken by the Society Representative.

The OBC shall establish report deadlines for Society Representatives ~~under its responsibility~~.

The OBC shall implement ~~an~~ annual reviews of ~~the~~ external relationships. ~~The R~~reviews shall document the effectiveness and value of maintaining the Computer Society's external involvement. ~~The a~~Annual reviews shall serve as the bas~~e~~is for consideration of continuing ~~the~~ external relationships in ~~its~~ their existing format, making changes, or discontinuing the relationships.

The OBC shall provide ~~an~~ annual reports to the Computer Society ~~Board of Governors~~Executive Committee on the status of Society Representatives. ~~under its responsibility~~.

If an OBC ceases to function as an OBC, the Executive Committee shall act as the OBC until ~~the~~ it ~~Board of Governors~~ designates another OBC.

23.8 Duties of the ~~Board of Governors~~Executive Committee

The Computer Society ~~Board of Governors~~ shall maintain a list of all Society Representatives on the Computer Society web site. The web site shall permit users to submit comments ~~include a link to an email alias that will allow comments~~ about Society Representative ~~activities~~performance ~~to be submitted~~ to Computer Society staff who will direct them to the Executive Committee for further consideration or action. ~~, who will then direct their handling through appropriate channels.~~

The Computer Society ~~Board of Governors~~ Executive Committee shall conduct a confidential review at least annually, the list and appointments of Society Representatives ~~on an annual basis~~ and, as appropriate, drop Representative positions, create new Representative positions, or change the persons appointed as Representatives. ~~Accordingly, the term of a Society Representative is nominally one year, but with variations within the range of six to 18 months to align with the review schedule of the Board of Governors.~~

11. **EXECUTIVE SESSION BEGINS**

12. **EXECUTIVE SESSION ENDS – DISCUSSION ITEMS**

13. **SPECIAL ORDERS**

14.. **UNFINISHED BUSINESS OR GENERAL ORDERS**

11. **NEW BUSINESS**

12.   GOOD OF THE ORDER

13.   ANNOUNCEMENTS

14.   NEXT MEETING
Tuesday, 16 November 2010, New Brunswick, New Jersey USA

15.   ADJOURNMENT – 5:00 p.m. MDT

REPORTS

AD HOC COMMITTEES
None

EXECUTIVE COMMITTEE MEMBERS
A. President-Elect - *Reisman*
No report.
B. Vice President, Educational Activities – *Burd*
The report is attached to the Electronic Agenda.
C. Vice President, Member and Geographic Activities - *Sankaran*
The MGA report is attached to the Electronic Agenda.
D. Vice President, Professional Activities – *Moore*
The PAB report is attached to the Electronic Agenda.
E.   Vice President, Publications - *Grier*
The Publications report is attached to the Electronic Agenda.
G. First Vice President, Standards Activities – *Fujii*
The SAB report is attached to the Electronic Agenda.
H. VP, Technical & Conference Activities – *Walz*
The T&C report is attached to the Electronic Agenda.
I. Second Vice President, Secretary – *Voas*
No report.
J. Past President – *Land*
No report.
K. IEEE Division V/VIII Directors – *Williams/Diamond*
No report.
L. *Computer* Editor in Chief – *Chang*
No report.