APPROVED MINUTES
IEEE COMPUTER SOCIETY
BOARD OF GOVERNORS MEETING
3 November 2006
Sheraton Hotel & Marina
San Diego, California USA

1.   **Call to Order – *Cooper***

A meeting of the IEEE Computer Society Board of Governors was held at 8:30 a.m. Pacific time on 3 November 2006 at the Sheraton Hotel & Marina, San Diego, California USA. Deborah M. Cooper, president, chaired, with Ann Q. Gates serving as secretary.

2.   **Roll Call/Proxies – *Gates***
A roll call was held as follows:

A. Franchised Members
Jean M. Bacon, present
Mark J. Christensen, present
Alan Clements, present
Robert P. Colwell, absent, no proxy
Annie Combelles, absent, no proxy
Deborah M. Cooper, President, present
George V. Cybenko, present
Antonio Doria, present
Richard H. Eckhouse, present
Gerald L. Engel, Past President, present
Ann Q. Gates, Secretary, present
James D. Isaak, present
Rohit Kapur, absent, proxy to Doria
Rangachar Kasturi, First VP, Conferences & Tutorials, present
Richard A. Kemmerer, absent, proxy to Cybenko
Susan K. Land, Second VP, Standards Activities, present
Gary McGraw, present
Itaru Mimura, present
James W. Moore, absent, proxy to Land
Brian M. O'Connell, present
Bill N. Schilit, absent, no proxy
Christina M. Schober, VP, Chapters Activities, absent, proxy to Land
Robert H. Sloan, present
Makoto Takizawa, absent, proxy to Mimura
Stephanie M. White, VP, Technical Activities, present
Michael R. Williams, President-elect, present

B. Ex officio Members (without vote):
Doris L. Carver, *Computer* Editor-in-Chief, absent
Stephen L. Diamond, 2005-2006 IEEE Division VIII Director, present
Oscar N. Garcia, 2006-2007 IEEE Division V Director, present
David W. Hennage, Executive Director, present
Sorel Reisman, VP, Electronic Products & Services, present
Jon G. Rokne, VP Publications, present
Stephen B. Seidman, Treasurer, present
Thomas W. Williams, 2006 IEEE Division VII Director-elect, absent
Murali R. Varanasi, VP, Educational Activities, present

3.   Introduction of Guests – *Cooper*

The following guests and staff were present:

Fiorenza Albert-Howard	Willis King
Angela Burgess	Audrey Kremer
Mary Ward Callan	Neal Linson
Violet S. Doan	John Miller
Frank Ferrante	Corey Murphy
Russell Flint	Richard Price
Seema Gupta	David Schultz
John Harauz	Don Shafer
Lynne Harris	Pradip Srimani
Iwao Hyakutake	John Walz
Michel Israel	Don Wright
Anne Marie Kelly	

3.1   Endorsement of Top 60 Events in Computer Society History – *King*

Motion 3.1: King moved for the History Committee, "MOVED, that the Board of Governors of the IEEE Computer Society endorses the IEEE Computer Society Top 60 Events, as presented by the History Committee, and thanks Mike Liu for his hard work and dedication in researching and creating the list." Motion carried by acclamation.

4.   Approval of Agenda – *Cooper*

Motion 4: Engel moved, Isaak seconded, "MOVED, that the agenda be approved, as revised:" Motion carried by voice vote.

Add item 7.1:   Outreach Committee Report – *Gates/Doria*

5.   BLANK

6.   A. Approval of Minutes of the 16 June 2006 Meeting – *Gates*

Motion 6A: M. Williams moved, Varanasi seconded, "MOVED, that the minutes of the 16 June 2006 Board of Governors meeting be approved as is." Motion carried.

B. Approval of Minutes of the 9 August 2006 Teleconference Meeting – *Gates*

Motion 6B: M. Williams moved, Varanasi seconded, "MOVED, that the minutes of the 9 August 2006 teleconference Board of Governors meeting be approved with one change:." Motion carried.

Item 2A: Doria participated in the telecon.

7.   Report of the President – *Cooper*

President Cooper gave an oral report and thanked the board for its support during her presidency.

7.1   Outreach Committee Presentation – *Gates/Doria*

Gates and Doria gave a presentation of activities of president Cooper's outreach committee.

8.   Report of the Treasurer – *Seidman*

Seidman gave the report of the Treasurer, which can be found in the *Agenda Book*.

9.   Report of the Executive Director – *Hennage*

Hennage reported on recent activity in the society, which can be found in the *Agenda Book* .

10.   Status of Action Items – *Gates*

Gates reviewed the status of action items as of 16 October 2006, which can be found in the *Agenda Book*. Item 4 remains open.

ACTION ITEMS

11.   Consent Agenda

    A. Confirmation of Email Ballot for the 2006 Sidney Fernbach Award Recipient
    This item was approved with the approval of the agenda.

    B. Confirmation of Email Ballot for the 2006 Seymour Cray Award Recipient
    This item was approved with the approval of the agenda.

    C. Confirmation of Email Ballot for Approval of the 2007 Capital Budget
    This item was approved with the approval of the agenda.

    D. **Confirmation of Email Ballot for Approval of the 2007 Staffing Plan**
    This item was approved with the approval of the agenda.

    E. Confirmation of Email Ballot for Approval of the 2007 Operating Budget
    This item was approved with the approval of the agenda.

12.   BLANK

EXECUTIVE SESSION BEGINS

13.   Election of the 2007 Secretary – *Engel*
The Nominations Committee brought forth **Christina M. Schober** as sole candidate for 2007 secretary. **Schober** was elected by voice vote.

Action: Secretary. Due: ASAP. BOG 11/06. 13. Notify Schober of her election as 2007 Secretary with a term commencing 1 January 2007 and ending 31 December 2007.

14.   Election of the 2006 Board of Governors Member to the 2007 Nominations Committee – *Engel*
The Nominations Committee brought forth **Itaru Mimura** as sole candidate for the 2006 board elected member to the 2007 Nominations Committee. Mimura was elected by voice vote.

Action: Secretary. Due: ASAP. BOG 11/06. 14. Notify Mimura of his election to the 2007 Nominations Committee for a term commencing 1 January 2007 and ending 31 December 2007.

15.   Election of the 2007 Ombudsman – *Engel*
The Nominations Committee brought forth **Alan Clements** as sole candidate for 2007 Ombudsman. Clements was elected by voice vote.

Action: Secretary. Due: ASAP. BOG 11/06. 15. Notify Clements of his election as 2007 Ombudsman with a term commencing 1 January 2007 and ending 31 December 2007.

16.   Election of the 2007 Audit Committee – *Engel*
The Nominations Committee brought forth the following candidates for the 2007 Audit Committee: **Richard H. Eckhouse, Richard A. Kemmerer, James D. Isaak, Robert H. Sloan** and **Brian M. O'Connell**. Eckhouse, Kemmerer, Isaak, Sloan and O'Connell were elected by voice vote.

Action: Secretary. Due: ASAP. BOG 11/06. 16. Notify Eckhouse, Kemmerer, Isaak, Sloan and O'Connell of their election to the 2007 Audit Committee with a term commencing 1 January 2007 and ending 31 December 2007.

17.   Election of the 2007 Member of the IEEE Publication Products & Services Board – *Engel*
IEEE *PPM* provides that one member of the IEEE Publication Products & Services Board be a current or past member of the IEEE Computer Society Board of Governors, to be selected by that board. The Nominations Committee brought forth **Jon Rokne** as sole candidate. Rokne was elected by voice vote.

Action: Secretary. Due: ASAP. BOG 11/06. 17. Notify Rokne of his election to the IEEE Publications Board committee with a term commencing 1 January 2007 and ending 31 December 2007.

18.   Board of Governors Consent to Presidential Appointments to the Executive Committee – *M.Williams*

Motion 18: *M. Williams* moved, Seidman seconded, "MOVED, that the Board of Governors of the IEEE Computer Society consents to the appointments of 2007 officers as listed below:" Motion approved by acclamation.

> *First Vice President for Conferences & Tutorials* .... Susan K. (Kathy) Land
> *Second Vice President for Electronic Products & Services* ..... Sorel Reisman
> *Vice President for Chapters Activities* .... Antonio Doria
> *Vice President for Educational Activities* .... Stephen B. Seidman
> *Vice President for Publications* .... Jon Rokne
> *Vice President for Standards Activities* .... John Walz
> *Vice President for Technical Activities* .... Stephanie M. White
> *Treasurer* .... Michel Israel

Action: President-elect. Due: ASAP. BOG 11/06. 18. Notify the 2007 Executive Committee members of their appointments, each with a term commencing 1 January 2007 and ending 31 December 2007.

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

A. *Micro* – Term 1 January 2007 through 31 December 2008

Motion 19A: Rokne moved for the Publications Board, "MOVED, that the Board of Governors of the IEEE Computer Society consents to the presidential appointment of the editor-in-chief of *Micro*." Motion carried.

Action: President.   Due: ASAP. BOG 11/06. 19A. Notify the editor-in-chief of *Micro* of their appointment with a term of 1 January 2007 through 31 December 2008.

20.   Approval of Award Recipients – *Gates*

A. 2006 Hans Karlsson Award

Motion 20A: Gates moved for the Awards Committee, "MOVED, that the Board of Governors of the IEEE Computer Society approves the recommendation of the Awards Committee for the recipient of the 2006 Hans Karlsson Award." Motion carried.

Action: President. Due: ASAP. BOG 11/06. 20A-1 Notify the recipient of the 2006 Hans Karlsson Award.

Action: Awards Chair. Due: After President notifies the recipient. BOG 11/06. 20A-2. Notify the nominator and subcommittee of the 2006 Hans Karlsson Award recipient.

B. 2006 Tsutomu Kanai Award

Motion 20B: Gates moved for the Awards Committee, "MOVED, that the Board of Governors of the IEEE Computer Society approves the recommendation of the Awards Committee for the recipient of the 2006 Tsutomu Kanai Award." Motion carried.

Action: President. Due: ASAP. BOG 11/06. 20B-1 Notify the recipient of the 2006 Tsutomu Kanai Award.

Action: Awards Chair. Due: After President notifies the recipient. BOG 11/06. 20B-2. Notify the nominator and subcommittee of the 2006 Tsutomu Kanai Award recipient.

C. 2006 Richard Merwin Award

Motion 20C: Gates moved for the Awards Committee, "MOVED, that the Board of Governors of the IEEE Computer Society approves the recommendation of the Awards Committee for the recipient of the 2006 Richard Merwin Award." Motion carried.

Action: President. Due: ASAP. BOG 11/06. 20C-1 Notify the recipient of the 2006 Richard Merwin Award.

Action: Awards Chair. Due: After President notifies the recipient. BOG 11/06. 20C-2. Notify the nominator and subcommittee of the 2006 Richard Merwin Award recipient.

EXECUTIVE SESSION ENDS

21.   Transformation Planning Committee – *Kasturi*

Motion 21A: Kasturi moved for the Transformation Planning Committee, "MOVED, that the Board of Governors of the IEEE Computer Society approves, in principle to move forward along the direction proposed in the draft report of the Transformation Planning Committee presented on 1 November 2006." Motion carried by hand count.

22.   Hay Group Presentation – *Flint*

Russell Flint from the Hay Group gave a presentation (see attachment 22) of the Hay Group's background and reviewed their process for facilitating the proposed CS reorganization.

23.   2006 Budget Amendments – *Seidman*

   A.   Capital Budget
         None brought forward.
   B.   Operating Budget
         None brought forward.

24.   BLANK

25.   Amendments to the Society Bylaws – *M. Williams*

A. Bylaws Amendment Package (see attachment).

Motion 26A: M. Williams moved for the Constitution & Bylaws Committee, "MOVED, that the Board of Governors of the IEEE Computer Society approves the set of Bylaws amendments in their entirety." Motion carried by voice vote.

Action: ED. Due: 02/09. BOG 11/06. 25A. Publish the proposed amendments in *Computer* magazine for member comment. Put on the 9 February 2007 meeting agenda for a second reading.

26.   *Policies & Procedures Manual* Revisions – *M. Williams*

A. PPM Section 16.8.2

Motion 26A: Engel moved, Isaak seconded, "MOVED, that the Board of Governors of the IEEE Computer Society approves the amendment to PPM section 16.8.2:." Motion carried by hand count, 14-8, with two negative votes (one recorded, McGraw).

A. PPM Section 16.8.2 Washington Headquarters
The headquarters office of the IEEE Computer Society shall be located in the Washington, D.C. Metropolitan area. Headquarters Office maintains the society's central accounting records and makes most of the disbursements of society funds. The Headquarters' finance and accounting staff produce monthly cost center budget versus actual reports and the monthly society income statement and balance sheet reports, and maintain the society's budget planning models.

Motion 21B: Isaak moved, Engel seconded, "MOVED, that the Board of Governors of the IEEE Computer Society endorses the recommendations of the Transformation Planning committee and the Facilities Committee, that a Computer Society presence be retained in the Washington D.C. Area." Motion carried by hand count.

27.   BLANK

28.   BLANK

29.   BLANK

30.   BLANK

DISCUSSION ITEMS

31.   BMS Report – *Gupta*
Seema Gupta, Software Engineering Manager, gave a presentation of the status of the IEEE BMS project.

32.   BLANK

33.   BLANK

34.   BLANK

35.   BLANK

36.   BLANK

37.   BLANK
38.   BLANK

39.   BLANK

REPORTS

40.   AD HOC COMMITTEES

40A.   60th Anniversary – *Aylor/Hoelzeman*
No report.

41.   EXECUTIVE COMMITTEE MEMBERS

41A.   President-Elect – *Williams*
No report.

41B.   Vice President, Chapters Activities – *Schober*
The CAB report is in the *Agenda Book*.

41C.   First Vice President, Conferences & Tutorials – *Kasturi*
The C&T report is in the *Agenda Book*.

41D.   Vice President, Educational Activities – *Varanasi*
The EAB report is in the *Agenda Book*.

41E.   **Vice President, Electronic Products & Services –** *Reisman*
Reisman gave an oral report.

41F.   **Vice President, Publications –** *Rokne*
The Pubs report is in the *Agenda Book*.

41G.   **Second Vice President, Standards Activities –** *Land*
The SAB report is in the *Agenda Book*.

41H.   **Vice President, Technical Activities –** *White*
The TAB report is in the *Agenda Book*.

41I.   **Secretary –** *Gates*

Election Results Analysis – *Doan*
The elections report is in the *Agenda Book.*

41J.   **Past President –** *Engel*
No report.

41J.   **IEEE Division V/VIII Directors –** *Diamond/ Garcia*
Diamond and Garcia gave oral reports and distributed a draft proposal from TAB FinCom regarding the handling of indirect infrastructure charges (see attachment 41J).

41K.   ***Computer* Editor-in-Chief –** *Carver*
No report.

42.   **STANDING COMMITTEES**

42A.   **Audit –** *O'Connell*
O'Connell gave an oral report.

42B.   **Awards –** *Gates*
The Awards Committee report is in the *Agenda Book*.

42C.   **Computer Society International Design Competition –** *Clements*
The CSIDC report is in the *Agenda Book*.

42D.   **Constitution & Bylaws –** *Williams*
No report.

42E.   **Elections –** *Grant*
No report.

42F.   **Fellows –** *Zorian*
No report.

42G.   **Finance –** *Seidman*
No report. Seidman made note of the Treasurer's Report in the *Agenda Book.*

42H.   **History –** *Liu*
No report.

42I.   **Intersociety Cooperation –** *Engel*
No report.

Latin America Activities – *Barbacci*

The Latin America Activities report is in the *Agenda Book.*

Coalition to Diversity Computing – Engel
The CDC report is in the *Agenda Book.*

42J.   Membership – *Engel*
No report.

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

42K.   Nominations – *Engel*
No report.

42L.   **Personnel and Compensation – *Engel***
No report.

42M.   Planning – *Williams*
No report.

42N.   Professional Practices Committee – *Moore*
The PPC report is in the *Agenda Book*.

43.   OTHER
None

44.   STAFF

44A.   Publisher - *Burgess*
The Pubs Office report is in the *Agenda Book*.

44B.   Director, Information Technology - *Linson*
The IT&S report is in the *Agenda Book*.

44C.   Director, Administration - *Doan*
The Administration report and four attachments (listed below) are in the *Agenda Book*.

a.   August 2006 Membership Report
b.   Asia/Pacific Office Report
c.   Beijing Service Center Report
d.   Moscow Service Center Report

44D.   Director, Business & Product Development – *TBD*
No report.

44E.   Associate Director, Volunteer Services – *Kelly*
The Volunteer Services report and four attachments (listed below) are in the *Agenda Book*.

a.   Technical Meetings Final Reports Received Since Last Agenda Book
b.   Technical Meetings Approved Since Last Agenda Book
c.   Technical Meetings Final Reports Overdue
d.   Technical Meetings Schedule

45.   SPECIAL ORDERS
None.

46.   UNFINISHED BUSINESS OR GENERAL ORDERS
None.

47.   NEW BUSINESS
None.

48.   GOOD OF THE ORDER

Motion 48A: Michael Williams moved, "MOVED, that the Board of Governors of the IEEE Computer Society extends its sincere thanks to Mark Christensen, Annie Combelles, Robert Colwell, Rohit Kapur and Bill Schilit whose terms on the board will end on 31 December 2006. The board thanks them for their dedicated service as board members and looks forward to their continuing contributions to the society." Motion carried by acclamation.

Motion 48B: Michael Williams moved, "MOVED, that the Board of Governors of the IEEE Computer Society extends its sincere appreciation to Murali Varanasi, Stephen Diamond and Gerald Engel whose terms on the Executive Committee will end on 31 December 2006. The board thanks them for their dedicated service as officers of the society and looks forward to their continuing contributions to the society and the profession at large." Motion carried by acclamation.

Motion 48C: Michael Williams moved, "MOVED, that the Board of Governors of the IEEE Computer Society approve a proclamation for 2006 President Deborah Cooper:" Motion carried by acclamation.

WHEREAS, our esteemed colleague Deborah Cooper has served with dedication and focus, and provided leadership in shaping the society's transformation in the year 2006; and

WHEREAS President Cooper has generously given unstintingly of her time and wisdom, providing guidance in many programs, projects, and activities over the years; and

WHEREAS Deborah has served as a tireless and passionate ambassador for outreach to underrepresented communities in the profession; and

WHEREAS Deb, through her leadership, underscored the importance for volunteers and staff to pool their collective wisdom, work collaboratively, and harness the vast resources of the society to produce the next generation of products and services; and

WHEREAS Deborah has supported new strategies for the society centered on the concept of a market-facing, customer-centric organization that strives to understand and meet the needs of our professional community worldwide; and

WHEREAS President Cooper has been an exemplary global President for 2006, seeking new opportunities and partners in emerging markets to promote certification, our profession, and the society's broad portfolio of products and services;

THEREFORE, BE IT RESOLVED THAT the Board of Governors of the IEEE Computer Society commends President Cooper for her outstanding service, and extends its heartfelt wish for success in all her future endeavors. We look forward to working with her for many years to come.

Motion 48D: Diamond Moved, Engel seconded, "MOVED, that the Board of Governors of the IEEE Computer Society extends its sincere appreciation and gratitude to Mike Liu and the History Committee for all their hard work and dedication during the society's 60th anniversary year to help capture and preserve important moments and milestones in the society's history." Motion carried by acclamation.

49. **ANNOUNCEMENTS**
None.

50. **NEXT MEETING**
The next meeting will be held at 8:30am on Friday, 9 February in Vancouver, BC, Canada.

51. **ADJOURNMENT**
The meeting adjourned at 3:00pm Pacific Time.

ATTACHMENTS

22   Hay Group Presentation Slides
25A   Bylaws Amendments Package
41J   Draft TAB FinCom Proposal