

**APPROVED MINUTES
IEEE COMPUTER SOCIETY
EXECUTIVE COMMITTEE MEETING
Friday, 4 February 2011
The Queen Mary Hotel
Long Beach, California USA**

1. Call to Order – *Reisman*

A meeting of the IEEE Computer Society Executive Committee was held at 8:00 a.m. Pacific Time, on 4 February 2011 at The Queen Mary Hotel, Long Beach, California USA. Sorel Reisman, 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
Paul R. Croll, VP, Technical & Conference Activities, present
Roger U. Fujii, VP, Standards Activities Board, present
David Alan Grier, 1st VP, Publications, present
James D. Isaak, Past President, present
Paul K. Joannou, VP, Professional Activities, present
Rangachar Kasturi, VP, Member and Geographic Activities, present
James W. Moore, Treasurer, present
Sorel Reisman, President, present
Jon G. Rokne, 2nd VP and Secretary, present
John W. Walz, President-Elect, present

B. Ex officio Members (without vote)

Angela R. Burgess, Executive Director, present
Susan K. (Kathy) Land, 2011 IEEE Division VIII Director-Elect, present
Ron Vetter, *Computer* Editor-in-Chief, absent
Michael R. Williams, 2010-2011 IEEE Division V Director, present

3. Introduction of Guests – *Reisman*

The following guests and staff were present:

Michael Bennett
Pierre Bourque
Evan Butterfield
Violet S. Doan
David S. Ebert
Dennis Frailey
Jean-Luc Gaudiot
Atsuhiko Goto
Susan Hayden
Andre Ivanov
Ray Kahn
Hironori Kasahara
Anne Marie Kelly
John G. Miller
Dejan Milojicic
Jane Prey
Dick J. Price
Steven L. Tanimoto
Charlene (“Chuck”) Walrad
Mary Ward-Callan

4. Approval of Agenda – *Reisman*

Motion 4: Kasturi moved, Grier seconded, “MOVED, that the agenda be approved as is.” Motion carried by voice vote.

5. Approval of Minutes of the 15 November 2010 Meeting

Motion 5: Croll moved, Burd seconded, “MOVED, that the minutes of the 15 November 2010 Executive Committee meeting be approved as is.” Motion carried by voice vote.

6. Status of Action Items – Kelly

Kelly reviewed the status of action items as of 4 February 2011, which can be found in the Electronic Agenda Book. Items 2 through 15 were closed at this meeting.

7. Amendments to the Society Bylaws

First Reading

A. Bylaws Article V Powers and Duties, Section 7 Chief Staff Executive

Motion 7A: Walz moved on behalf of the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society Executive Committee recommends the proposed amendments to Article V Powers and Duties, Section 7 Chief Staff Executive to the Board of Governors.” Recommendation passed by voice vote.

BYLAWS ARTICLE V POWERS AND DUTIES

Section 7: Chief Staff Executive

~~The Society shall employ a paid staff person as its chief staff executive, responsible for all Society staff operations and for such other functions as are assigned by the president. The Executive Committee shall set the title of the position. The chief staff executive shall be an *ex officio* member of the Board of Governors and the Executive Committee without voting privileges. The chief staff executive shall be an *ex officio* member, without vote, of all boards and standing committees, except the audit, awards, elections, fellows, personnel and compensation, and nominations committees. The chief staff executive shall appoint members of the staff to provide primary support to each program board and standing committee (except for the personnel and compensation committee), and such staff shall be *ex officio* members of such boards and committees, without voting privileges.~~

Section 7: Computer Society Executive Office

Subject to compliance with all applicable IEEE Bylaws and Policies, the Society may create an Executive Office supported by IEEE staff. The Society’s Executive Office functions to coordinate and carry-out the day-to-day operations, policies and procedures concerning all aspects of the Society’s business. The Office also maintains corporate memory and provides ongoing and ad hoc management reports/documents. In addition, the Society’s Executive Office serves as one of the Society’s primary points of contact for both members and IEEE staff.

Subject to compliance with all applicable IEEE Bylaws and Policies, the Society may determine the budget for the Executive Office. The staff is hired by the IEEE and all conditions of employment will be based upon IEEE Bylaws, staff policies and practices and all applicable laws and regulations. Office organization, job descriptions, IEEE staff policies and employment practices are available from the IEEE Human Resources Department.

The Society Executive Director is the most senior position on the IEEE staff that supports the Society, and as such, he/she manages and develops, personally and through subordinate management staff, the paid IEEE staff members that support the Society’s operations and activities. The Society Executive Director supports the Society president, officers and volunteer leadership to achieve the Society goals. This Society Executive Director reports through the Managing Director - Technical Activities, to the IEEE Executive Director.

The Society Executive Director shall be an *ex officio* member of the Board of Governors and the Executive Committee without voting privileges. The Society Executive Director shall be an *ex officio* member, without vote, of all boards and standing committees, except the audit, awards, elections, fellows, and nominations committees. The Society Executive Director shall appoint members of the staff to provide primary support to

each program board and standing committee and such staff shall be *ex officio* members of such boards and committees without voting privileges.

B. Bylaws Article XII Standing Committees, Section 10 Personnel & Compensation Committee

Motion 7B: Walz moved on behalf of the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society Executive Committee recommends the proposed amendments to Article XII Standing Committees, Section 10 Personnel & Compensation Committee.” Recommendation passed by voice vote.

BYLAWS ARTICLE XII STANDING COMMITTEES

Standing Committee Organization

The Standing Committees shall include the following:

1. Audit Committee
2. Awards Committee
3. Constitution & Bylaws Committee
4. Elections Committee
5. Fellows Committee
6. Finance Committee
7. History Committee
8. Intersociety Cooperation Committee
9. Nominations Committee
- ~~10. Personnel and Compensation Committee~~
- ~~11.10.~~ Planning Committee
- ~~12. 11.~~ Electronic Products & Services Committee

Unless otherwise specified, each committee chairperson shall appoint the members of his/her committee and designate a member as vice chairperson who shall act for the chairperson at his/her request.

Section 1: Audit Committee

The Audit Committee shall be appointed by the Board of Governors with the recommendation of the Nominations Committee. It shall review the Society's policies, procedures, and practices, including finance, and recommend such changes as it considers desirable. The Audit Committee shall consist of not fewer than three or more than five franchised members of the Board of Governors, none of whom shall be a Society officer. The Audit Committee shall select its own chairperson.

Section 2: Awards Committee

The Awards Committee shall have the responsibility for:

1. selecting and recommending recipients for awards administered by the Society in accordance with applicable policies and procedures established by the Board of Governors; and
2. nominating and recommending candidates for IEEE administered awards.

Section 3: Constitution & Bylaws Committee

The Constitution & Bylaws Committee shall be responsible for reviewing, evaluating, and formulating changes in the Constitution, Bylaws and Policies & Procedures Manual of the Society.

Section 4: Elections Committee

The Elections Committee shall be responsible for developing the timetable for implementing the Society's nominations and elections process, notifying the Board of Governors, the Nominations Committee, the candidates, and the appropriate staff members of the required actions in a timely and appropriate manner, and implementing and monitoring the execution of election policies and procedures established by the Board of Governors and ruling on questions and issues that arise. The Elections Committee shall consist of a minimum of three Society members, each with at least full member grade, none of whom will be a candidate for elected office during the term of that Elections Committee.

Section 5: Fellows Committee

The Fellows Committee shall assist the IEEE Fellows Committee in recognizing IEEE members who, in its opinion, meet the qualifications for the grade of fellow because of contributions to the areas of interest to the Society. The Fellows Committee shall consist of members as defined in the IEEE Computer Society *Policies & Procedures Manual*.

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*.

Section 7: History Committee

There shall be a History Committee with the mission of assisting existing IEEE Computer Society, IEEE, national and international organizations in preserving and documenting the history of computing, with particular attention to the history of the IEEE Computer Society.

Section 8: Intersociety Cooperation Committee

The Intersociety Cooperation Committee shall be a standing committee for interacting with other organizations to study, plan, and coordinate actions which lead to mutually acceptable cooperative activities.

Section 9: Nominations Committee

The Nominations Committee shall consist of six members of the Society, selected according to the following procedures and criteria, and selected or appointed in the order specified:

1. The immediate past president of the Society shall be a member of the committee and shall serve as its chair.
2. One franchised member of the Board of Governors elected by the immediately previous Board of Governors.
3. The president-elect or his/her designee.
4. Two members appointed by the president, one of whom shall be a franchised member of the Board of Governors, and the other of whom shall not be a member of the Board of Governors. In addition, if at least two of the members determined by steps 1-3 do not reside outside IEEE Regions 1-7, one of these two members appointed by the president shall reside outside IEEE Regions 1-7.

5. One member appointed by the past president. If at least two of the members determined by steps 1-4 do not reside outside IEEE Regions 1-7, the member appointed by the past president shall reside outside IEEE Regions 1-7.

A member of the Nominations Committee cannot be a candidate in any of the slates submitted by the Nominations Committee.

~~Section 10: Personnel and Compensation Committee~~

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

~~Section 11: Planning Committee~~

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

~~Section 12: Electronic Products & Services Committee.~~

The Electronic Products & Services Committee shall formulate the policies related to the creation, and packaging of all IEEE Computer Society electronic products and services. The committee has the responsibility for recommending new electronic products and services, coordinating and encouraging efforts to provide electronic products and services, monitoring the quality of present electronic products, reviewing the scope of new and existing electronic products, recommending changes in the scope of electronic products and making budgetary recommendations. It is also the responsibility of the committee to acquire and develop electronic tools and technologies to facilitate the development of new products or improve the production of current products. The policies related to the intellectual property of electronic products shall be formulated by the originating board. The committee chair shall be appointed annually by the president. The chair shall appoint the members of the committee, including representatives of relevant program boards, as provided in the IEEE Computer Society *Policies & Procedures Manual*.

C. Bylaws Article IV Executive Committee, Section 1 Composition

Motion 7C: Walz moved on behalf of the Constitution and Bylaws Committee, "MOVED, that the IEEE Computer Society Executive Committee recommends the proposed amendments to Article IV Executive Committee, Section 1 Composition to the Board of Governors." Recommendation passed by voice vote.

ARTICLE IV - EXECUTIVE COMMITTEE

Section 1: Composition

The president shall chair the Executive Committee; other members shall be the president-elect, all the vice presidents, the secretary, the treasurer, the immediate past president, Computer Editor-in-Chief, the ~~chief-staff executive~~ [IEEE Computer Society Executive Director](#), the IEEE division directors and division director-elect elected by the Computer Society. The IEEE directors, director-elect, Computer Editor-in-Chief, and the ~~chief-staff executive~~ [IEEE Computer Society Executive Director](#) shall be *ex officio* members, without vote, unless otherwise holding a vote as a franchised member of the Executive Committee.

8. Policies and Procedures Manual Modifications**A. PPM Section 6.3.4.2 Conference Publications Committee Duties**

Motion 8A: Walz moved on behalf of the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society Executive Committee approves the proposed amendments to PPM Section 6.3.4.2 Conference Publications Committee Duties.” Motion passed by voice vote.

Action: Chair, C&B. Due: ASAP. EC 02-11 8A. Review the IEEE Computer Society *Policies and Procedures Manual* to confirm the use of the term “strategic” is appropriate.

PPM Section 6 Technical and Conference Activities**6.3.4 Conference Publications Committee****6.3.4.1 Membership**

The 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.

6.3.4.2 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.~~

The Conference Publications Committee (CPC) shall oversee program direction and overall program operations for Computer Society conference publishing products and services. Such oversight shall include:

(a) Review of Conference Publishing Services (CPS) goals, objectives, plans, and operational results;

(b) Provision of volunteer feedback regarding provided products and services; and

(c) Development of strategies for providing competitive services to both Computer Society and external conferences, and improving and expanding the scope and reach of conference publishing products.

The CPC shall collaborate with CPS on the development of new product and service offerings, including those for integrated conference management solutions.

B. PPM Sections 20.2 and 20.3 Human Resources Policies

Motion 8B: Walz moved on behalf of the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society Executive Committees approves the proposed amendments to PPM Sections 20.2 and 20.3 Human Resources Policies.” Motion passed by voice vote.

Action: Associate Executive Director/Director Governance to confirm the Society Executive Director is an *ex officio* member of boards and standing committees per Article V Section 7.

SECTION 20 HUMAN RESOURCES POLICIES**20.1 HUMAN RESOURCES POLICIES**

The human resources operations of the Society shall be governed by the applicable bylaws, policies, and procedures of the IEEE. Nothing in this document shall be construed as taking precedence over those basic documents.

20.2 STAFF ORGANIZATION

20.2.1 Staffing Plan

The ~~chief staff executive~~ Society Executive Director 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~~ Society Executive Director's plan shall have the goal of balancing workload demands of management and volunteers against available resources. The plan shall be reported to the Executive Committee annually. The Board of Governors shall approve the budget for staff ~~compensation support~~.

20.2.2 Modifications to the Staffing Plan

The ~~chief staff executive~~ Society Executive Director is authorized to make changes to the staffing plan, providing that such changes may be accomplished within the operating budget for staff ~~compensation support~~ as approved by the Board of Governors. All such changes shall be explicitly reported to the Executive Committee at its next regular meeting following the implementation of the change.

~~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 performance appraisal 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.~~

9. Executive Committee Consent to Presidential External Representative Appointments – *Reisman*

Land moved, Burd seconded, “Moved, that the IEEE Computer Society Executive Committee approves the appointment of Rangachar Kasturi to serve a two year term as the Computer Society representative to the Computing Research Association from 1 January 2011 through 31 December 2012.” Motion passed by voice vote.

10. Special Orders – *Reisman*

None.

11. New Business – *Reisman*

None.

12. Unfinished Business or General Orders – *Reisman*

None.

13. Good of the Order – *Reisman*

None.

14. Announcements – *Reisman*

Reisman announced that there would be a Board of Governors discussion to move the November meeting dates to Sunday-Monday, 13-14 November.

15. Next Meeting

The next meeting will be held at 8:30 a.m. on Friday, 27 May 2011 in Albuquerque, New Mexico USA.

16. Adjournment – *Reisman*

The meeting adjourned at 8:36 a.m., PST.